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Attorneys for Plaintiff
ABKCO MUSIC, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ABKCO MUSIC, INC.,

Case No.:

Plaintiff,

-against-

DWAYNE MICHAEL CARTER, JR. p/k/a
LIL WAYNE, NICHOLAS MARK WARWAR
p/k/a STREETRUNNER, JASON
DESROULEUX, CASH MONEY RECORDS,
INC., UNIVERSAL MOTOWN REPUBLIC
GROUP, UNIVERSAL MUSIC GROUP
RECORDINGS, INC., YOUNG MONEY
PUBLISHING INC., WARNER-TAMERLANE
PUBLISHING CORP., WARNER/CHAPPELL
MUSIC, INC., and EMI MUSIC PUBLISHING,

**AFFIDAVIT OF JODY KLIEN
IN SUPPORT OF PLAINTIFF'S
MOTION FOR PRELIMINARY
INJUNCTIVE RELIEF**

Defendants.

-----X

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

JODY H. KLEIN, being duly sworn deposes and states:

1. I am the President of the Plaintiff, ABKCO Music & Records, Inc. ("ABKCO"), and have been employed by ABKCO, or its predecessor companies, for almost twenty-seven (27) years. As such, I am fully familiar with all of the facts and circumstances set forth herein.

2. This affidavit is submitted in support of ABKCO's motion which seeks an order, inter alia, pursuant to Rule 65 of the Federal Rules of Civil Procedure and the Court's inherent and equitable powers, during the pendency of this action:

- (a) Enjoining and prohibiting the Defendants, their officers, agents, servants, employees and attorneys and all persons in active concert and participation with them from further use of any portion, or the music and lyrics, in any media, of the musical composition entitled "Play With Fire" (the "Composition"), written by the original members of the Rolling Stones, Michael Phillip ("Mick") Jagger, Keith Richards, Bill Wyman, Brian Jones, and Charlie Watts, using the nom de plum / d/b/a Nanker Phelge, including but not limited to, manufacturing, copying, distributing (via traditional retail channels or digital means and methods) and commercially exploiting the phonorecord entitled "Tha Carter III" (the "Infringing Album") performed, in whole or in part, by the artist known as "Lil Wayne" which contains a musical composition entitled "Playing With Fire" (the "Infringing Work");
- (b) Recalling for destruction all copies of the Infringing Album containing the Infringing Work;
- (c) Awarding to the Plaintiff costs, attorneys' fees and such other and further relief as this Court may deem just and proper.

3. I am informed by counsel that it is a matter of well established law that where, as here, the owner of a copyright in a musical composition can demonstrate that it is suffering irreparable harm (which is presumed in copyright infringement actions) and has a likelihood of prevailing on the merits of a claim of copyright infringement under the Copyright Act (17 U.S.C. §101 et. seq.) a preliminary injunction should issue to prevent further infringement of its copyright during the pendency of litigation. Moreover, it is similarly clear that the Court may in its discretion, order a recall of the work which infringes upon a Plaintiff's copyright interest, where to do otherwise would be to allow a non-compensable harm to continue and thereby reward the illicit acts of a copyright infringer.

4. As discussed in detail below, here it is undeniable that ABKCO is the legal and legitimate owner of the copyright in the Composition which was written by the world renowned

original members of The Rolling Stones. (A copy of ABKCO's Certificate of Copyright Registration in the Composition from the United States Register of Copyrights is annexed hereto as Exhibit "A"). It is likewise evident that Defendants have, without legal right, recorded, copied, distributed, and commercially exploited a composition known as "Playing With Fire" (the "Infringing Work") which substantially and materially infringes upon ABKCO's copyright in the Composition. Not only is this infringement described in detail in a musicologist's report submitted to this Court in connection with this motion, but is so obvious that the derivative nature was described in The Chicago Sun Times and the New York Times in reviewing the Infringing Album. (A copy of the musicologist's report is annexed hereto as Exhibit "B")(A copy of the review of the Infringing Album in The Chicago Sun Times is annexed hereto as Exhibit "C")(A copy of the New York Times' review of the Infringing Album is annexed hereto as Exhibit "D").

5. Compounding the egregiousness of the Defendants conduct, prior to releasing the Infringing Work certain Defendants sought permission from ABKCO to incorporate portions of the Composition into a predecessor version of the Infringing Work. Such permission was categorically denied by ABKCO in February 2008 when it was furnished with the lyrics of the Infringing Work. The basis for such rejection was in no small part owing to the fact that ABKCO believed that the Infringing Work was offensive beyond the boundaries of the broadest artistic license, and, if released, could be potentially harmful to the reputation of ABKCO, the Composition and The Rolling Stones who were the original writers of the Composition.

6. The infringement by the Defendants of the Composition through the commercial exploitation of the Infringing Work constitutes not only an unauthorized act of copyright infringement but, given the offensive lyrics contained in the Infringing Work, causes damage to

the reputation of ABKCO as well as the members of The Rolling Stones, by virtue of the clear impression given to the public that ABKCO and/or The Rolling Stones were willing to allow their classic musical composition to be exploited in an offensive manner in return for financial compensation. As this belief is contrary to the facts, the failure to enjoin Defendants in the manner requested by the present motion will cause irreparable harm to ABKCO.

I. The Parties

7. Plaintiff, ABKCO, is a music publishing company founded by legendary music businessman and manager Allen Klein, which has for almost fifty (50) years been one of the most significant and successful independent music publishers in the world. Amongst the vast catalogue of compositions which ABKCO owns are most of the many classic songs written by Mick Jagger and Keith Richards of The Rolling Stones, including “[I Can’t Get No] Satisfaction”, “Jumpin’ Jack Flash”, “You Can’t Always Get What You Want” and “Gimme Shelter” as well as the entire Sam Cooke catalogue which includes “You Send Me”, “Wonderful World”, “Another Saturday Night” and “A Change Is Gonna Come”.

8. Upon information and belief, Dwayne Michael Carter, JR p/k/a Lil Wayne ("Lil Wayne") is a music performer, writer, and producer. Upon information and belief, Lil Wayne participated in the creation of the *Infringing Work*, and has performed the *Infringing Work* for inclusion of his recording of the *Infringing Album*.

9. Upon information and belief, Nicholas Mark Warwar p/k/a Streeterunner ("Streeterunner") is a music performer, writer, and producer who participated in the creation of the *Infringing Work*.

10. Upon information and belief, Jason Desrouleaux ("Desrouleaux") is a songwriter who participated in the creation of the Infringing Work.

11. Upon information and belief, Cash Money Records, Inc. ("Cash Money") is a division of Universal Motown Republic Group ("Universal Motown "), which is in turn a division of Universal Music Group Recordings, Inc. ("UMG Recordings") which has at all times relevant hereto sold and/or distributed the Infringing Album, which contains the Infringing Work, in the United States and abroad.

12. Upon information and belief, Universal Motown is a division of UMG Recordings which has at all times relevant hereto sold and/or distributed the Infringing Album, which contains the Infringing Work, in the United States and abroad.

13. Upon information and belief, UMG Recordings has at all times relevant hereto sold and/or distributed the Infringing Album, which contains the Infringing Work, in the United States and abroad.

14. Upon information and belief, Young Money Publishing Inc. ("Young Money") is a division of Warner-Tamberlane Publishing Corp. ("WP Publishing"), which is in turn a division of Warner Chappel Music, Inc. ("WC Music"), and has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

15. Upon information and belief, WP Publishing is a division of WC Music and has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

16. Upon information and belief, WC Music has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

17. Upon information and belief, EMI Music Publishing ("EMI") has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

II. The Composition

18. ABKCO is the owner of the United States copyright (and all copyrights throughout the World) in and to the rock n' roll classic musical composition, "Play with Fire" (the "Composition"), written by the five original members of The Rolling Stones¹, one of the most celebrated bands in the world. The Rolling Stones have over the past forty (40) years sold more than 200 million albums worldwide. In 1986, they were presented with a Grammy Lifetime Achievement Award. In 1989 The Rolling Stones were inducted into the Rock and Roll Hall of Fame, and in 2004 they were ranked number four (4) in *Rolling Stone* Magazine's 100 Greatest Artists of All Time.

19. The Composition has had continuous exposure and radio play since it was written, recorded and released by The Rolling Stones and ABKCO's affiliated company, ABKCO Records in 1965. The Composition was originally released as the b-side to its album mate, "The Last Time", and was later included on the 1965 album *Out of Our Heads*. It was also featured

¹ Mick Jagger, Keith Richards, Brian Jones, Charlie Watts and Bill Wyman who used the *nom de plume*, "Nanker Phelge" as their d/b/a.

prominently on the 1971 collection *Hot Rocks*, as well as *Singles Collection: The London Years* and closing the U.S. version of the 1966 collection *Big Hits (High Tide and Green Grass)*. The song was performed live during The Rolling Stones' tours of 1965 and 1966 before being revived for the 1989-1990 Steel Wheels/Urban Jungle Tour. The Composition was recently featured in the 2007 film *The Darjeeling Limited* and appeared on the soundtrack album of that motion picture. ABKCO has also issued synchronization licenses for The Composition for *Shoot The Moon* (1982), *The Heidi Chronicles* (1989), *The Lips of Mick Jagger* (1997), *Time's Up* (2001), and *American Dreams* (2005). The Composition has earned over one million dollars (\$1,000,000) in income for ABKCO and the writers and has been embodied on recordings that have sold in excess of 20 million units worldwide.

20. ABKCO has invested, and continues to invest, substantial sums of money, time, effort and creative talent to create, promote, license and otherwise exploit its extremely valuable and irreplaceable catalogue of musical compositions including the Composition. Over the years, ABKCO has paid millions of dollars in royalties to its writers and has steadfastly protected its interests and the interests of its writers in ABKCO's musical compositions, including the Composition. ABKCO has carefully ensured that the uses of its musical catalogue reflect well on itself and the writers whose legacy is often dependant on protecting those compositions. ABKCO has incurred millions of dollars in legal expense in prosecuting actions against unauthorized users, such as digital download pirates, who have sought to profit from the efforts of ABKCO and ABKCO's writers without approval and/or required compensation. ABKCO and its writers are compensated for their creative effort and monetary investments largely from revenues attributable to: (i) the manufacture or digital downloads of phonorecords to the public; (ii) the public performance of the compositions; and, (iii) license fees from the grant of so-called

synchronization licenses for the use of compositions in commercials and motion pictures. The reputation of ABKCO as a first class music publisher and the duty that ABKCO has to its writers to protect their creations and their reputations require ABKCO's vigilance in prohibiting third parties such as Defendants from tarnishing those creations and reputations with unauthorized appropriations, alterations and exploitations of ABKCO's compositions.

III. FACTUAL BACKGROUND

21. On or about October 1, 2007, ABKCO was contacted by a representative from EMI (Carlos Hudgins) requesting that its writer/producer, Streeterunner, be authorized to use a sample of the words and music of the Composition in a mostly "instrumental" recording entitled "Don't Play" to be embodied on the Infringing Album (the "Instrumental Version"). ABKCO was supplied with a copy of the Instrumental Version which contained, in the introduction and at the finale, the sampling of the famous chorus of the Composition performed on the Instrumental Version by Betty Wright.

22. On or about October 2, 2007, ABKCO agreed to authorize the Instrumental Version for use in the Infringing Album on the express condition that the copyright Instrumental Version, which would be a derivative of the copyrighted Composition, would be assigned to ABKCO.

23. On or about October 12, 2007, ABKCO sent to Streeterunner and to Carlos Hudgins of EMI an "Agreement and Assignment of Copyright" regarding the Instrumental Version (the "Instrumental Agreement"). ABKCO never received any response to the Instrumental Agreement from the recipients, and the Instrumental Agreement was never executed or returned.

24. On, or about January 12, 2008, ABKCO contacted EMI regarding the status of the Instrumental Agreement. EMI never responded. Instead, on February 11, 2008, EMI contacted ABKCO proposing a new derivative work containing highly explicit and offensive lyrics (the “February 11th Version”). The February 11th Version, like the Instrumental Version, contained substantial portions of the lyrics and music of the Composition at the beginning and the end but, instead of a purely instrumental section in between the uses of the Composition, the February 11th Version contained highly explicit, sexist and offensive lyrics performed by the Defendant, Lil Wayne.

25. Immediately upon review of the new derivative work, ABKCO rejected the use of the Composition in the February 11th Version, as ABKCO would not want ABKCO or its writers associated with such offensive and explicit lyrics and vile content. ABKCO’s sent its denial to EMI via email within fifteen minutes of receiving the February 11th Version. (A copy of EMI’s email and ABKCO’s response are attached hereto as Exhibits “E”).

26. ABKCO received no further communication from any of the Defendants.

27. On June 10, 2008, the Infringing Album was released by Defendants containing the Infringing Work performed by Lil Wayne and Betty Wright and with the writers credited as “D. Carter, N. Warwar and J. Desrouleux. Amongst the music publishers of the Infringing Work listed are the Defendants Young Money and Warner-Chappell Music. (A copy of the liner notes to the Infringing Album are attached hereto as Exhibit “F”).

28. Prior to creating and/or distributing the Infringing Work, Defendants were fully aware that the Infringing Work would infringe the copyrights of the Composition. Moreover, Defendants have engaged and continue to engage in the business of knowingly and

systematically participating in, facilitating, materially contributing to, and encouraging the unauthorized distribution and performance of the Infringing Work.

29. The Defendants, or some of them, made a poor attempt to hide their obvious use of the Composition in the Infringing Work by making some changes to the lyrics and music in the introduction and at the end. The middle remained the same as the February 11th Version with the offensive lyrics performed by Lil Wayne. (A copy of the lyrics of the Infringing Work are annexed as Exhibit "G").

30. On June 22, 2008, ABKCO first learned of the existence of the Infringing Work upon discovering a review of the release of the Infringing Album, which contained the Infringing Work. Significantly, the review, published by the Chicago Sun Times, not only mentioned the Infringing Work as "Streeterunner's re-invention of The Rolling Stones' 'Play With Fire,'" but also commented that the Composition is "wasted on a Lil Wayne lyric that seems to have been devoted to being as inanely sexist as possible." (See, Exhibit "C").

31. Upon learning of the existence of the Infringing Work, ABKCO immediately retained Anthony Ricigliano, a noted musicologist, to provide his expert opinion as to the similarities between the Composition and the Infringing Work.

32. On June 30, 2008 Mr. Ricigliano issued his preliminary report as concerning the similarities between the Composition and the Infringing Work. (See, Exhibit "B"). In his report, Mr. Ricigliano observed that:

"The Lil Wayne & Betty Wright *Playing With Fire* sound recording contains significant similarities in music and lyrics to the composition *Play With Fire* The unique combination of similar elements in these two compositions is so striking it indicates that *Playing With Fire* was based upon the composition was based upon the composition *Play With Fire*. Furthermore, these similarities are so obvious and blatant that anyone familiar with *Play With Fire* will immediately recognize

that *Playing With Fire* was derived from the original composition . . . " [emphasis added].²

33. Thereafter on July 9, 2008, ABKCO sent a letter to Defendants, EMI, WC Music, and Universal Motown objecting to their use of the Infringing Work in the Infringing Album. (A copy of said letter is annexed hereto as Exhibit "H").

34. As of this date Defendants have not ceased nor desisted from manufacturing, distributing and commercially exploiting the Infringing Work, with the Infringing Album having already sold approximately One Million Nine Hundred Thousand (1,900,000) copies in the United States. (A copy of the sales figures published by Soundscan is annexed hereto as Exhibit "I"). The Infringing Album was the highest selling album in the United States for the week of June 28, 2008.

35. Plaintiff has commenced this action seeking damages and injunctive relief based upon the Defendants' violation of Plaintiff's rights under the Copyright Act as well as the Lanham Act. (A copy of the Complaint underlying this action is annexed hereto as Exhibit "J"³).

² The following is a comparison of the lyrics of the Composition and the Infringing Work presented side by side. Both of these verses are the first to be sung in each work.

The Composition

The Infringing Work

[Verse 1]

Well, you've got your diamonds and
you've got your pretty clothes
And the chauffeur drives your car
You let everybody know
But don't play with me, cause you're
playing with fire

[Intro]

So you've got so ma-ny diamonds,
You wear all the finest clothes,
And your grill is shining
As you're driving down the streets of
gold,
But you can't, blame, me if I set this
stage on fire

³ Insofar as the exhibits which are annexed to the Complaint are all independently replicated in the context of the present motion the Complaint attached hereto does not include exhibits.

IV. In Support of Motion

36. I am informed by counsel that as the holder of the copyright in the Composition, ABKCO has the exclusive rights to, *inter alia*, produce derivative works based on the Composition and to distribute such derivative works to the public. As demonstrated herein, Defendants, and each of them, have made, copied and reproduced the Infringing Work, which is an unlawful derivative work, available for unlawful and unauthorized distribution and performance to the public.

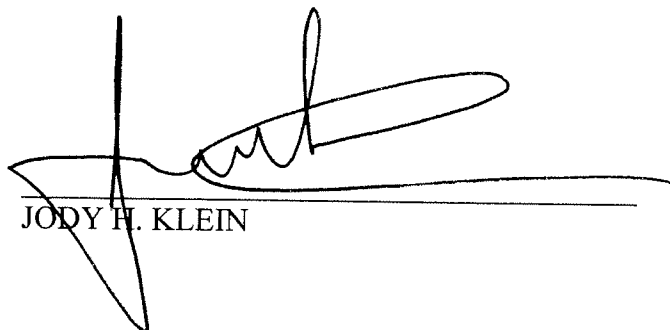
37. I am similarly informed by counsel that injunctive relief should be granted where, as here a party can demonstrate: (i) the existence of irreparable harm which would occur in the absence of the issuance of injunctive relief; (ii) either: (a) a likelihood of success on the merits; or, (b) sufficiently serious questions going to the merits to make them a fair ground for litigation combined with a balance of hardships tipping decidedly in the moving parties favor.

38. Upon information and belief, Defendants have intentionally and deliberately created and distributed the Infringing Work without authorization because they knew that that they would be unable to secure such permission from ABKCO.

39. Defendant's creation and distribution of the Infringing Work are likely to cause the public to believe that ABKCO and The Rolling Stones have given their approval, authorization and endorsement of the explicit, sexist and offensive language featured in the lyrics of the Infringing Work. Absent this Court's enjoining Defendants from continuing in this course of conduct ABCKO will be irreparably harmed.

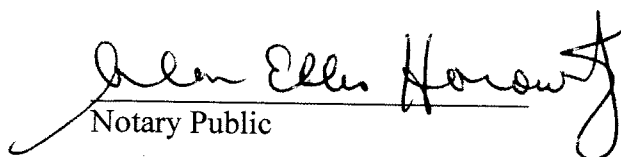
WHEREFORE, it is respectfully submitted that Plaintiff's motion be granted in all

respects together with such other and further relief as the Court may deem just and proper.



JODY H. KLEIN

Sworn to before me this 23 day
of July 2008



Notary Public

ALAN ELLIS HOROWITZ
Notary Public, State of New York
No. 01HO4975100
Qualified in New York County
Commission Expires Nov. 26, 2010

CERTIFICATE OF REGISTRATIO

FORM RE

UNITED STATES COPYRIGHT OFFICE



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Barbara Ringer

RE 662-376
EFFECTIVE DATE OF RENEWAL REGISTRATION DEC 13 1993 (Month) (Day) (Year)

OFFICIAL SEAL

ACTING REGISTER OF COPYRIGHTS

DO NOT WRITE ABOVE THIS LINE FOR COPYRIGHT OFFICE USE ONLY

1 Renewal Claimant(s)	RENEWAL CLAIMANT(S), ADDRESS(ES), AND STATEMENT OF CLAIM: (See Instructions)	
	1	Name MICK JAGGER C/O ABKCO MUSIC, INC. Address 1700 BROADWAY, NEW YORK, NY 10019 Claiming as CO-AUTHOR <small>(Use appropriate statement from instructions)</small>
	2	Name KEITH RICHARD * RICHARDS * Address 1700 BROADWAY, NEW YORK, NY 10019 Claiming as CO-AUTHORS <small>(Use appropriate statement from instructions)</small>
	3	Name BRIAN JONES & CHARLIE WATTS C/O ABKCO MUSIC, INC. Address 1700 BROADWAY, NEW YORK, NY 10019 Claiming as CO-AUTHORS <small>(Use appropriate statement from instructions)</small>

TITLE OF WORK IN WHICH RENEWAL IS CLAIMED:

PLAY WITH FIRE ✓

RENEWABLE MATTER:

WORDS AND MUSIC

CONTRIBUTION TO PERIODICAL OR COMPOSITE WORK:

Title of periodical or composite work:

If a periodical or other serial, give: Vol. No. Issue Date

3

Author(s)

AUTHOR(S) OF RENEWABLE MATTER:

MICK JAGGER
KEITH ~~RICHARD~~ * RICHARDS *
BRIAN JONES
CHARLIE WATTS
BILL WYMAN

4

Date of Original Registration

ORIGINAL REGISTRATION NUMBER:

EU 874314

ORIGINAL COPYRIGHT CLAIMANT:

NANKER PHELGE MUSIC, LTD.

ORIGINAL DATE OF COPYRIGHT:

• If the original registration for this work was made in published form, give:

DATE OF PUBLICATION:

(Month)

(Day)

(Year)

OR

• If the original registration for this work was made in unpublished form, give:

DATE OF REGISTRATION: ... MARCH 16, 1965 ✓

(Month)

(Day)

(Year)

* Amended by C.O. on authority of telephone call to Alisa Ritz on 4/18/94.	EXAMINED BY: <u>AD</u>	RENEWAL APPLICATION RECEIVED:	FOR COPYRIGHT OFFICE USE ONLY
	CHECKED BY:	DEC 13 1993	
	DEPOSIT ACCOUNT FUNDS USED: <input checked="" type="checkbox"/>	REMITTANCE NUMBER AND DATE:	

DO NOT WRITE ABOVE THIS LINE. FOR COPYRIGHT OFFICE USE ONLY

RENEWAL FOR GROUP OF WORKS BY SAME AUTHOR: To make a single registration for a group of works by the same individual author published as contributions to periodicals (see instructions), give full information about each contribution. If more space is needed, request continuation sheet (Form RE/CON).

5

Renewal for Group of Works

1	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:
2	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:
3	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:
4	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:
5	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:
6	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:
7	Title of Contribution: Title of Periodical: Date of Publication: (Month) (Day) (Year)	Vol. No. Issue Date Registration Number:

DEPOSIT ACCOUNT: (If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.)

Name: ABKCO MUSIC, INC.

Account Number: DAO 34975

CORRESPONDENCE: (Give name and address to which correspondence about this application should be sent.)

Name: ALISA RITZ

Address: C/O ABKCO MUSIC, INC., 1700 BROADWAY
NEW YORK, NEW YORK 10019
(City) (State) (ZIP)

6

Fee and Correspondence

CERTIFICATION: I, the undersigned, hereby certify that I am the: (Check one)
☐ renewal claimant ☒ duly authorized agent of: RENEWAL CLAIMANT

of the work identified in this application, and that the statements made by me in this application are correct to the best of my knowledge.



Handwritten signature: (X)

Typed or printed name: ALISA RITZ

Date:

7

Certification (Application must be signed)

ABKCO MUSIC, INC.

1700 BROADWAY

NEW YORK, NEW YORK 10019

(City)

(State)

(ZIP code)

MAIL CERTIFICATE TO

(Certificate will be mailed in window envelope)

8

Address for Return of Certificate

CERTIFICATE OF REGISTRATION.

FORM RE

UNITED STATES COPYRIGHT OFFICE



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Barbara Ringer


RE 648-950
EFFECTIVE DATE OF RENEWAL REGISTRATION DEC 13 1993

OFFICIAL SEAL

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1 Renewal Claimant(s)	RENEWAL CLAIMANT(S), ADDRESS(ES), AND STATEMENT OF CLAIM: (See Instructions)	
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2 Title of Work	TITLE OF WORK IN WHICH RENEWAL IS CLAIMED: PLAY WITH FIRE	
	RENEWABLE MATTER: WORDS AND MUSIC	
	CONTRIBUTION TO PERIODICAL OR COMPOSITE WORK: Title of periodical or composite work If a periodical or other serial, give: Vol. No. Issue Date	
3 Author(s)	AUTHOR(S) OF RENEWABLE MATTER: MICK JAGGER KEITH RICHARD BRIAN JONES CHARLIE WATTS BILL WYMAN	
4 Facts of Original Registration	ORIGINAL REGISTRATION NUMBER: EP 296921	ORIGINAL COPYRIGHT CLAIMANT: ABKCO MUSIC, INC.
	ORIGINAL DATE OF COPYRIGHT: • If the original registration for this work was made in published form, give: * February 3 1972 DATE OF PUBLICATION IN NOTICE 1965 (Month) (Day) (Year)	
		OR • If the original registration for this work was made in unpublished form, give: DATE OF REGISTRATION: (Month) (Day) (Year)

*Amended by Copyright Office

EXAMINED BY: 

CHECKED BY:

RENEWAL APPLICATION RECEIVED:

DEC. 13, 1993

DEPOSIT ACCOUNT
FUNDS USED ☒

REMITTANCE NUMBER AND DATE:

FOR
COPYRIGHT
OFFICE
USE
ONLY

DO NOT WRITE ABOVE THIS LINE, FOR COPYRIGHT OFFICE USE ONLY

RENEWAL FOR GROUP OF WORKS BY SAME AUTHOR: To make a single registration for a group of works by the same individual author published as contributions to periodicals (see instructions), give full information about each contribution. If more space is needed, request continuation sheet (Form RE/CON).

5	1	Title of Contribution:	Vol. No. Issue Date	Renewal for Group of Works
		Title of Periodical:		
	Date of Publication: (Month) (Day) (Year)	Registration Number:		
	2	Title of Contribution:	Vol. No. Issue Date	
		Title of Periodical:		
	Date of Publication: (Month) (Day) (Year)	Registration Number:		
	3	Title of Contribution:	Vol. No. Issue Date	
	Title of Periodical:			
Date of Publication: (Month) (Day) (Year)	Registration Number:			
4	Title of Contribution:	Vol. No. Issue Date		
	Title of Periodical:			
Date of Publication: (Month) (Day) (Year)	Registration Number:			
5	Title of Contribution:	Vol. No. Issue Date		
	Title of Periodical:			
Date of Publication: (Month) (Day) (Year)	Registration Number:			
6	Title of Contribution:	Vol. No. Issue Date		
	Title of Periodical:			
Date of Publication: (Month) (Day) (Year)	Registration Number:			
7	Title of Contribution:	Vol. No. Issue Date		
	Title of Periodical:			
Date of Publication: (Month) (Day) (Year)	Registration Number:			

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Account Number: DAO 34975

CORRESPONDENCE: (Give name and address to which correspondence about this application should be sent.)

Name: ALISA RITZ

Address: C/O ABKCO MUSIC, INC. 1700 BROADWAY

NEW YORK, NEW YORK 10019

(City)

(State)

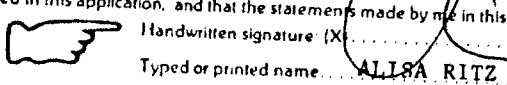
(ZIP)

6

Fee and
Correspondence

CERTIFICATION: I, the undersigned, hereby certify that I am the: (Check one)
☐ renewal claimant
☒ duly authorized agent of: **RENEWAL CLAIMANT**

of the work identified in this application, and that the statements made by me in this application are correct to the best of my knowledge.

Handwritten signature: (X) 

Typed or printed name: ALISA RITZ

Date:

7

Certification
(Application
must be
signed)

ABKCO MUSIC, INC.

1700 BROADWAY

(Name)

(Number, Street and Apartment Number)

NEW YORK, NEW YORK 10019

(City)

(State)

(ZIP code)

MAIL
CERTIFICATE
TO(Certificate will
be mailed in
window envelope)

8

Address for
Return of
Certificate

CERTIFICATE OF SUPPLEMENTARY COPYRIGHT REGISTRATION

FORM C
UNITED STATES COPYRIGHT OFFICE



This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 408 of title 17, United States Code, attests that supplementary copyright registration has been made for the work identified below. The information has been made a part of the Copyright Office records.

[Signature]

REGISTRATION NUMBER									
PAU 1 489 708									
TX	TXU	PA	PAU	VA	VAU	SR	SRU	RE	
Effective Date of Supplementary Registration									
March 18, 1991									
MONTH			DAY			YEAR			

OFFICIAL SEAL

REGISTER OF COPYRIGHTS

United States of America

DO NOT WRITE ABOVE THIS LINE. FOR COPYRIGHT OFFICE USE ONLY

 Basic Instructions	TITLE OF WORK: Play With Fire	
	REGISTRATION NUMBER OF BASIC REGISTRATION: EU 874314	YEAR OF BASIC REGISTRATION: 1965
	NAME(S) OF AUTHOR(S): Mick Jagger/Keith Richard	NAME(S) OF COPYRIGHT CLAIMANT(S): Nanker Phelge Music Ltd.

	LOCATION AND NATURE OF INCORRECT INFORMATION IN BASIC REGISTRATION: Line Number 3 Line Heading or Description Authors
	INCORRECT INFORMATION AS IT APPEARS IN BASIC REGISTRATION: Mick Jagger Keith Richard
	CORRECTED INFORMATION: Nanker Phelge nom de plume Mick Jagger, Keith Richards, Brian Jones, Charlie Watts and Bill Wyman
	EXPLANATION OF CORRECTION: (Optional) song writers names listed incorrectly see attached copy of *songwriters agreement

 Amplification	LOCATION AND NATURE OF INFORMATION IN BASIC REGISTRATION TO BE AMPLIFIED: Line Number Line Heading or Description
	AMPLIFIED INFORMATION:
	EXPLANATION OF AMPLIFIED INFORMATION: (Optional)

*Songwriter Agreement not made a part of CA registration record.

PAG 1 489 708

EXAMINED BY:
CHECKED BY: *Hq*

FORM CA RECEIVED:

MAR 18 1991

CORRESPONDENCE:

☐ YES

REMITTANCE NUMBER AND DATE:

REFERENCE TO THIS REGISTRATION
ADDED TO BASIC REGISTRATION:

☒ YES ☐ NO

DEPOSIT ACCOUNT FUNDS USED: ☐

FOR
COPYRIGHT
OFFICE
USE
ONLY

DO NOT WRITE ABOVE THIS LINE. FOR COPYRIGHT OFFICE USE ONLY

CONTINUATION OF: (Check which) ☐ PART B OR ☐ PART C

D

Continuation

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account:

Name ABKCO Music, Inc.

Account Number DAO 34975

E

Deposit
Account and
Mailing
Instructions

CORRESPONDENCE: Give name and address to which correspondence should be sent:

Name ABKCO Music, Inc. Att: Alisa Ritz

Apt. No.

Address 1700 Broadway
(Number and Street)

New York
(City)

New York 10019
(State) (ZIP Code)

CERTIFICATION * I, the undersigned, hereby certify that I am the: (Check one)

☐ author ☐ other copyright claimant ☐ owner of exclusive right(s) ☒ authorized agent of: ABKCO Music, Inc. *

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

*successor in interest to Nanker Phelge Music, Ltd.



Handwritten signature: (X)

Typed or printed name: Alisa Ritz

Date: 3/13/91

F

Certification
(Application
must be
signed)

* 17 USC §506(e). FALSE REPRESENTATION—Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409, or in any written statement filed in connection with the application, shall be fined not more than \$2,500.

ABKCO Music, Inc.

1700 Broadway

New York, New York 10019

MAIL
CERTIFICATE
TO

(Certificate will
be mailed in
window envelope)

G

Address for
Return of
Certificate

Page 3

Certificate

Registration of a Claim to Copyright

In a musical composition the author of which is a citizen or domiciliary of the United States of America or which was first published in the United State of America
 This is To Certify that the statements set forth in this certificate have been made a part of the records of the Copyright Office. In witness whereof the seal of the Copyright Office is hereto affixed.

George S. Low
 Register of Copyrights
 United States of America

FORM E

CLASS E	REGISTRATION NO. E P 296921
DO NOT WRITE HERE	

1. Copyright Claimant(s) and Address(es):

Name Abkco Music, Inc.Address 1700 Broadway, New York, N.Y. 10019

Name _____

Address _____

2. Title: PLAY WITH FIRE

(Title of the musical composition)

(contained in Song Album "The Rolling Stones Hot Rocks 1964-1971")

3. Authors:

1. Mick Jagger (Nanker Phelge)2. Keith Richard (Nanker Phelge)

(Legal name followed by pseudonym if latter appears on the copies)

Citizenship: U.S.A. _____
(Check if U.S. citizen)

Other _____

Great Britain
Great Britain
(Name of country)1. & 2. Domiciled in U.S.A. Yes _____ No X Address London, England

Author of _____

(State which: words, music, arrangement, etc.)

words music &
Piano Arr.3. Bill Wyman (Nanker Phelge)4. Brian Jones (Nanker Phelge)

(Legal name followed by pseudonym if latter appears on the copies)

Citizenship: U.S.A. _____
(Check if U.S. citizen)

Other _____

Great Britain
Great Britain
(Name of country)3. & 4. Domiciled in U.S.A. Yes _____ No X Address London, England

Author of _____

(State which: words, music, arrangement, etc.)

words music &
Piano Arr.5. Charlie Watts (Nanker Phelge)

(Legal name followed by pseudonym if latter appears on the copies)

Citizenship: U.S.A. _____
(Check if U.S. citizen)

Other _____

Great Britain
Great Britain
(Name of country)Domiciled in U.S.A. Yes _____ No X Address London, England

Author of _____

(State which: words, music, arrangement, etc.)

words music &
Piano Arr.

4. (a) Date of Publication:

February 3, 1972*

(Month) (Day) (Year)

(b) Place of Publication:

United States

(Name of country)

5. Previous Registration or Publication:

Was work previously registered? Yes X No _____ Date of registration 3/16/65Registration number Eu 874314

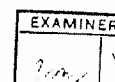
Was work previously published? Yes _____ No _____ Date of publication _____

Registration number _____

Is there any substantial NEW MATTER in this version? Yes X No _____ If your answer is "Yes," give a brief general statement of the nature of the NEW MATTER in this version.

NM: New Piano Arrangement

Complete all applicable spaces on next page



6. Deposit account:

7. Send correspondence to:

Name Abkco Music, Inc.Address 1700 Broadway, New York, N.Y. 10019

8. Send certificate to:

(Type or
print
name and
address) AddressAbkco Music, Inc.1700 Broadway (41st Floor)

(Number and street)

New York N.Y. 10019

(City)

(State)

(ZIP code)

Information concerning copyright in musical compositions

When to Use Form E. Form E is appropriate for unpublished and published musical compositions by authors who are U.S. citizens or domiciliaries, and for musical compositions first published in the United States.

What Is a "Musical Composition"? The term "musical composition" includes compositions consisting of music alone, or of words and music combined. It also includes arrangements and other versions of earlier compositions, if new copyrightable work of authorship has been added.

—Song Lyrics Alone. The term "musical composition" does not include song poems and other works consisting of words without music. Works of that type are not registrable for copyright in unpublished form.

—Sound Recordings. Phonograph records, tape recordings, and other sound recordings are not regarded as "copies" of the musical compositions recorded on them, and are not acceptable for copyright registration. For purposes of deposit, the musical compositions should be written in some form of legible notation. If the composition contains words, they should be written above or beneath the notes to which they are sung.

Duration of Copyright. Statutory copyright begins on the date the work was first published, or, if the work was registered for copyright in unpublished form, copyright begins on the date of registration. In either case, copyright lasts for 28 years, and may be renewed for a second 28-year term.

Unpublished musical compositions

How to Register a Claim. To obtain copyright registration, mail to the Register of Copyrights, Library of Congress, Washington, D.C. 20540, one complete copy of the musical composition, an application Form E, properly completed and signed, and a fee of \$6. Manuscripts are not returned so do not send your only copy.

Procedure to Follow if Work Is Later Published. If the work is later reproduced in copies and published, it is necessary to make a second registration, following the procedure outlined below. To maintain copyright protection, all copies of the published edition must contain a copyright notice in the required form and position.

Published musical compositions

What Is "Publication"? Publication, generally, means the sale, placing on sale, or public distribution of copies. Limited distribution of so-called "professional" copies ordinarily would not constitute publication. However, since the dividing line between a preliminary distribution and actual publication may be difficult to determine, it is wise for the author to affix notice of copyright to copies that are to be circulated beyond his control.

How to Secure Copyright in a Published Musical Composition:

1. Produce copies with copyright notice, by printing or other means of reproduction.
2. Publish the work.
3. Register the copyright claim, following the instructions on page 1 of this form.

The Copyright Notice. In order to secure and maintain copyright protection for a published work, it is essential that

all copies published in the United States contain the statutory copyright notice. This notice shall appear on the title page or first page of music and must consist of three elements:

1. The word "Copyright," the abbreviation "Copr.," or the symbol ©. Use of the symbol © may result in securing copyright in countries which are parties to the Universal Copyright Convention.
2. The year date of publication. This is ordinarily the date when copies were first placed on sale, sold, or publicly distributed. However, if the work has been registered for copyright in unpublished form, the notice should contain the year of registration; or, if there is new copyrightable matter in the published version, it should include both dates.
3. The name of the copyright owner (or owners). Example: © John Doe 1969.

NOTE: If copies are published without the required notice the right to secure copyright is lost and cannot be restored.

FOR COPYRIGHT OFFICE USE ONLY	
Application received <u>60 11354</u>	* In Notice: 1965
One copy received	
Two copies received	
Fee received <u>111354 FEB 15 72</u>	

VOL 1392 PAGE 96

ASSIGNMENT OF COPYRIGHTS

In consideration of the sum of One (\$1.00) Dollar and other good and valuable considerations, the receipt of which is hereby acknowledged, the undersigned does hereby sell, assign, transfer and set over unto

Immediate Music Inc.
1841 Broadway
New York, New York 10023

its successors and assigns, the copyrights(s) in and to the following musical composition(s) which were written by the person(s) so indicated and all of the right(s), title(s) and interest(s) of the undersigned, vested and contingent therein and thereto for the term(s) of the copyright(s) therein.

COMPOSITION(S)WRITER(S)U.S. COPYRIGHT NUMBER

THE LAST TIME

Jagger/Richard

EU 874313

314

887

Copyright Office of the United States of America
THE LIBRARY OF CONGRESS
WASHINGTON

THIS IS TO CERTIFY THAT THE ATTACHED INSTRUMENT WAS RECORDED IN THE COPYRIGHT OFFICE RECORDS OF ASSIGNMENTS AND RELATED DOCUMENTS ON THE DATE AND IN THE PLACE SHOWN BELOW.

IN TESTIMONY WHEREOF THE SEAL OF THIS OFFICE IS AFFIXED HERETO.

caused this

y, 1966.

Abraham L. Kaminstein
REGISTER OF COPYRIGHTS

Heitel
e Music Ltd.

Date of Recording

8 Sep 70

Volume

1392

Pages

96

CERTIFICATION A (JUNE 1969-12,000)

390102 VOL 127 PAGE 12
ASSIGNMENT OF COPYRIGHTS

In consideration of the sum of One (\$1.00)
 Dollar and other good and valuable considerations,
 the receipt of which is hereby acknowledged, the
 undersigned does hereby sell, assign, transfer and
 set over unto

Abkco Music Inc.
 1700 Broadway
 New York, New York 10019

its successors and assigns, the copyright(s) in and
 to the following musical composition(s) which were
 written by the person(s) so indicated and all of the
 right(s), title(s) and interest(s) of the undersigned,
 vested and contingent therein and thereto for the
 term(s) of the copyright(s) therein.

<u>COMPOSITION(S)</u>	<u>WRITER(S)</u>	<u>U.S. COPYRIGHT NUMBER</u>
THE LAST TIME	JAGGER/RICHARD	EU 874313
PLAY WITH FIRE	JAGGER/RICHARD	EU 874314
SOME THINGS JUST STICK IN YOUR MIND	JAGGER/RICHARD	EU 893293
THE UNDER ASSISTANT WEST COAST PROMOTIONMAN	NANKER PHELGE	EU 895887

IN WITNESS WHEREOF, the undersigned has caused
 this Assignment to be duly executed this 1st day of
 April, 1970.

BY: 

Immediate Music Inc.

Copyright Office of the United States of America
THE LIBRARY OF CONGRESS
 WASHINGTON

THIS IS TO CERTIFY THAT THE ATTACHED INSTRUMENT WAS RECORDED IN
 THE COPYRIGHT OFFICE RECORDS OF ASSIGNMENTS AND RELATED DOCU-
 MENTS ON THE DATE AND IN THE PLACE SHOWN BELOW.
 IN TESTIMONY WHEREOF THE SEAL OF THIS OFFICE IS AFFIXED HERETO.


 REGISTER OF COPYRIGHTS

Date of Recordation

2 Nov 70

Volume

1397

Pages

12

CERTIFICATION A (JUNE 1962-12,000)



PAGE 3

Acknowledgment of Receipt of a Notice of Use Of Copyrighted Music on Mechanical Instruments

F. A. U.

RECORDED IN NOTICE OF USE RECORDS

VOLUME 75 PAGE 193

DO NOT WRITE HERE

There has been filed in the Copyright Office a *notice of use* (as required by section 1(e) of Title 17, U.S. Code) covering the musical composition(s) listed herein. The notice was recorded in the volume and page noted in the upper right corner of this page, following its receipt on the date given in the lower left corner of page 4.

41 *Abraham L. Kaminstein*

1. Name and Address of Copyright Owner:

REGISTER OF COPYRIGHTS
UNITED STATES OF AMERICA

Name **IMMEDIATE MUSIC, INC.**

Address 1841 Broadway, Suite 600, New York, New York 10023

2. Musical Compositions Covered by Notice of Use:

(1) Title and Author **"I'D MUCH RATHER BE WITH THE GIRLS (Also Known as:)"**
"I'D MUCH RATHER BE WITH THE BOYS" by Andrew Oldham

Keith Richard

Registration No. **EU 871742** Year date: 19**66**

(2) Title and Author "HEART OF STONE" by Mick Jagger / Keith Richard

Registration No. **EF 29752** Year date: 19⁶⁶

(3) Title and Author **"THE LAST TIME"** by Mick Jagger / Keith Richard

Registration No. **EU 874313** Year date: 19**66**

(4) Title and Author **"PLAY WITH FIRE"** by Mick Jagger / Keith Richard

Registration No. **EU 874314** Year date: 19**66**

(5) Title and Author **"THE UNDER ASSISTANT WEST COAST PROMOTION MAN"** by

Nanker Phelge

Registration No. **EU 895887** Year date: 19**66**

(6) Title and Author "OFF THE HOOK" by Mick Jagger / Keith Richard

Registration No. **EU 871745** Year date: 19 **66**

(7) Title and Author

Registration No. Year date: 19.....

(8) Title and Author

Registration No. Year date: 19.....

(9) Title and Author

Registration No. Year date: 19.....

Complete all applicable spaces on next page *HP*

3. Deposit account: 50501600057

4. Send correspondence to:

Name **Daniel N. Crewe**Address **1841 Broadway, Suite 600**
New York, New York 10023

5. Send acknowledgment to:

(Type or
Print
Name and
Address)

DANIEL N. CREWE		
1841 Broadway, Suite 600		
<small>(Number and street)</small>		
New York	10023	New York
<small>(City)</small>	<small>(Zone)</small>	<small>(State)</small>

Information Concerning the "Notice of Use" Requirements

NOTE.—Filing a *notice of use* on Form U is not a substitute for securing copyright protection. The *notice of use* is concerned with mechanical recording rights in musical compositions that have already been copyrighted. Form E, which may be obtained from the Copyright Office on request, should be used to secure copyright registration for a musical composition.

When to Use Form U. A *notice of use* on Form U should be filed by the owner of copyright in a musical composition when he has recorded his work, or licensed it for recording, on mechanical instruments such as phonograph records.

Statutory Provisions. The detailed *notice of use* provisions of the copyright statute may be found in sections 1(e) and 101(e) of Title 17, United States Code. The following is a general outline of the most important of these provisions.

Recording Rights. The copyright law gives the owner of copyright in a musical composition the exclusive right to make the first recording or reproduction of his composition on mechanical devices such as phonograph records, but only under certain conditions. Once the copyright owner has permitted the musical work to be recorded, any other person has a right to make recordings of the work.

— This person may negotiate a recording contract with the copyright owner and record the composition under the terms specified in the agreement.

— Or, he may use the "compulsory licensing" provisions of the law, which do not require him to get permission from the copyright owner.

The "Compulsory License." Under the "compulsory licensing" provisions of the copyright statute, any person may make recordings of a musical composition which the copyright owner has already recorded or licensed for recording, if he pays the copyright owner

the royalty provided in the copyright statute and meets certain other requirements.

The Notice of Use. As soon as the copyright owner has recorded his musical work or licensed someone else to make the first recording, he should file a *notice of use* in the Copyright Office.

— This *notice of use* is submitted on Form U and should be accompanied by the recording fee specified in the instructions on page 1.

— The law provides that any failure to file such a notice shall be a complete defense to any suit, action, or proceeding for any infringement of the right to reproduce the musical composition mechanically.

Other Points to Remember:

— The Copyright Office does not register claims to exclusive rights in mechanical recordings themselves or in the performances they reproduce. For this reason, phonograph records should not be sent to this office, and the *notice of use* should not contain any reference to the performance or the performers.

— Recordings of readings of literary works, lectures, dramatic presentations, and the like, do not fall within the *notice of use* provisions of the statute.

— Only copyrighted music should be listed in a *notice of use*. No purpose is served by including musical compositions that are not copyrighted.

— Care should be taken that the information given on Form U is complete and accurate, since the Copyright Office does not undertake to check the stated facts.

FOR COPYRIGHT OFFICE USE ONLY	
Notice of use received	
MAR 17 1966	
Fee received	
3.50	
77822 MAR 17 '66	

Page 3

Certificate

FORM E FOREIGN

Registration of a Claim to Copyright

In a musical composition, the author of which is not a citizen or domiciliary of the United States of America and which was not first published in the United States of America

This is To Certify that the statements set forth on this certificate have been made a part of the records of the Copyright Office. In witness whereof the seal of the Copyright Office is hereto affixed.

Abraham L. Kaminstein

Register of Copyrights
United States of America

CLASS	REGISTRATION NO.
E	EU 874314
DO NOT WRITE HERE	

1. Copyright Claimant(s) and Address(es)

Name **NANKER PHELGE MUSIC, LTD.**
Address **23 Albemarle St., London W.1., England**
Name
Address

2. Title

3. Authors:

Name **Mick Jagger** Citizenship **GREAT BRITAIN**
(Legal name followed by pseudonym if latter appears on the copies) (Name of country)
Domiciled in U.S.A. Yes ☒ No ☐ Address **c/o Nanker Phelge Music** Author of **Words & Music**
23 Albemarle St., London W.1., England (State which: words, music, arrangement, etc.)
Name **Keith Richards** Citizenship **GREAT BRITAIN**
(Legal name followed by pseudonym if latter appears on the copies) (Name of country)
Domiciled in U.S.A. Yes ☒ No ☐ Address **SAME** Author of **Words & Music**
(State which: words, music, arrangement, etc.)
Name _____ Citizenship _____
(Legal name followed by pseudonym if latter appears on the copies) (Name of country)
Domiciled in U.S.A. Yes ☐ No ☐ Address _____ Author of _____
(State which: words, music, arrangement, etc.)

4. (a) Date of Publication:

(b) Place of Publication:

(Month) (Day) (Year)

(Name of country)

5. Previous Registration or Publication:

Was work previously registered? Yes ☐ No ☐ Date of registration _____ Registration number _____
Was work previously published? Yes ☐ No ☐ Date of publication _____ Registration number _____
Is there any substantial NEW MATTER in this version? Yes ☐ No ☐ If your answer is "Yes," give a brief general statement of the nature of the NEW MATTER in this version.

Complete all applicable spaces on next page

EXAMINER
<i>(Signature)</i>

Page 3

Certificate

FORM E FOREIGN

Registration of a Claim to Copyright

In a musical composition the author of which is not a citizen or domiciliary of the United States of America and which was not first published in the United States of America

This is To Certify that the statements set forth on this certificate have been made a part of the records of the Copyright Office. In witness whereof the seal of the Copyright Office is hereto affixed.

Abraham L. Kaminstein

Register of Copyrights
United States of America

CLASS	REGISTRATION NO.
E	Eu 874314
DO NOT WRITE HERE	

1. Copyright Claimant(s) and Address(es)

Name **NANKER PHELGE MUSIC, LTD.**
Address **23 Albemarle St., London W.1., England**
Name _____
Address _____

2. Title:

"PLAY WITH FIRE"

(Title of the musical composition)

3. Authors:

Name **Mick Jagger** Citizenship **GREAT BRITAIN**
(Legal name followed by pseudonym if latter appears on the copies) (Name of country)
Domiciled in U.S.A. Yes ☐ No ☒ Address **c/o Nanker Phelge Music** Author of **Words & Music**
23 Albemarle St., (State which: words, music, arrangement, etc.)
London W.1., England
Name **Keith Richards** Citizenship **GREAT BRITAIN**
(Legal name followed by pseudonym if latter appears on the copies) (Name of country)
Domiciled in U.S.A. Yes ☐ No ☒ Address **SAME** Author of **Words & Music**
(State which: words, music, arrangement, etc.)
Name _____ Citizenship _____
(Legal name followed by pseudonym if latter appears on the copies) (Name of country)
Domiciled in U.S.A. Yes ☐ No ☐ Address _____ Author of _____
(State which: words, music, arrangement, etc.)

4. (a) Date of Publication:

(b) Place of Publication:

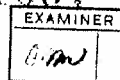
(Month) (Day) (Year)

(Name of country)

5. Previous Registration or Publication:

Was work previously registered? Yes ☐ No ☐ Date of registration _____ Registration number _____
Was work previously published? Yes ☐ No ☐ Date of publication _____ Registration number _____
Is there any substantial NEW MATTER in this version? Yes ☐ No ☐ If your answer is "Yes" give a brief general statement of the nature of the NEW MATTER in this version.

Complete all applicable spaces on next page



Donato Music Services, Inc.

74 Malvern Road, Scarsdale, NY 10583-4844
Telephone (914) 723-8385 • Fax (914) 472-4072
Anthony Ricigliano • Laurie Adamo • Musicologists
EMail: donatomu@optonline.net

June 30, 2008

ABKCO Music Inc.
1700 Broadway
New York, NY 10019
ATTN: Alisa Coleman, Vice President Music

Dear Ms. Coleman:

I listened to and reviewed the following materials:

- a) sound recording of the composition *Play With Fire* by Nanker Phelge performed by The Rolling Stones,
- b) a sound recording labeled STREET SAMPLE CLEARANCE containing an arrangement of the Nanker Phelge composition *Play With Fire* performed by Lil Wayne & Betty Wright (submitted to ABKCO for "clearance")
- c) a commercially released recording of a composition titled *Playing With Fire* performed by Lil Wayne & Betty Wright.
- d) musical transcriptions of the relevant portions of each composition prepared by Donato Music and a copy of the published sheet music of *Play With Fire* ©1965 by Abkco Music, Inc..

Conclusion

After listening to, comparing and analyzing the music and lyric content of these materials, I determined that the Lil Wayne & Betty Wright *Playing With Fire* sound recording contains significant similarities in music and lyrics to the composition *Play With Fire* by Nanker Phelge. The unique combination of similar elements in these two compositions is so striking it indicates that *Playing With Fire* was based upon the composition *Play With Fire*. Furthermore, these similarities are so obvious and blatant that anyone familiar with *Play With Fire* will immediately recognize that *Playing With Fire* was derived from the original composition by Nanker Phelge.

Music/Lyric Analysis

For the brief analysis below *Play With Fire* by Nanker Phelge will be referred to as *Play* and *Playing With Fire* by Lil Wayne & Betty Wright as *Playing*.

The following list of similarities between *Playing* and *Play* illustrate the obvious relationship between these works.

1. All sound recordings and the original sheet music are in the key of E minor.
2. All maintain the tonic E minor chord throughout the first section of the composition.
3. The opening lyric phrases contain the same references.

Play:

"Well you've got your diamonds and you've got your pretty clothes"

Playing:

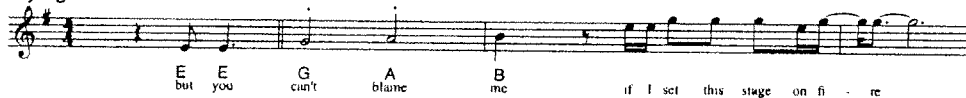
"So you've got so many diamonds you wear all the finest clothes"

4. After the initial eight bar verse section both works make use of a music/lyric climatic closing phrase that contains significant similarities. For comparison *Playing* is placed below *Play*. Observe that the first five notes at this climatic point are essentially the same in pitch (E-E-G-A) and rhythm. Furthermore, the words, "me" and "fire" are placed in the same position within this musical phrase.

Play With Fire



Playing With Fire



While the tempo of *Playing* is significantly slower than the original *Play* recording, both begin by basically maintaining an eighth note feel and momentum. Also, the number of similarities between *Playing with Fire* and the Nanker Phelge composition represents the copying of substantial music and lyric elements.

Finally, since an earlier version of *Playing* was submitted for "clearance," it reinforces the conclusion that the similarities listed above were copied from *Play*. Because *Playing* represents a derivative work a clear and powerful basis for a claim of copyright infringement exists; most assuredly, the composition *Playing With Fire* infringes the copyright of *Play With Fire*.

If you have any questions or require a more detailed report, please don't hesitate to contact me.

Sincerely,

Anthony Ricigliano
Musicologist

Chicago Sun Times

June 22, 2008 Sunday
Final Edition

Lil Wayne's lazy daze

BYLINE: Sun-Times News Group

SECTION: SHOW; Pg. D2

LENGTH: 459 words

Lil Wayne, "Tha Carter III" (Cash Money) **æ

Midway through his sixth official album -- already well on its way to meeting industry expectations as the bestselling release of 2008 and widely hailed by critics as a classic, thanks to early leaks and mix-tape previews -- the former Dwayne Michael Carter employs his trademark vocodered/electronically altered vocals in a song called "Phone Home," croaking, "We are not the same/I am a Martian.... They don't make 'em like me no more/Matter fact, they never made it like me before."

The wildly inventive black artist as cosmically inspired extra-terrestrial routine is one with a noble history, encompassing talents as diverse as Sun Ra and George Clinton. But Weezy, as the laconic, singsong New Orleans rapper is also justifiably known, works way too hard to hone his eccentric image on "Tha Carter III" -- as opposed to his prolific flood of Internet product, which is much loved for its off-the-cuff freestyle charms -- and it's hard to accept that any bona fide alien would have caved so quickly to his record company's demands that this big bid for crossover superstardom had something for every demographic imaginable, violence-loving gangstas to hook-crazed teenyboppers and Robin Thicke-adoring soccer moms to ADD-suffering indie hipsters.

As scattered and unfocused as this collection is, there's no denying that several tracks midway through are almost strong enough to justify the hype, chief among them the two musically inventive, lyrically inspired jams crafted by Kanye West, "Comfortable" and "Let the Beat Build." But other tracks that are fun lyrically are dragged down by lazy musical backings ("Dr. Carter," where Weezy's operating-room spoof suffers from producer Swizz Beat's lazy lift of a straight David Axelrod riff) or vice-versa. ("Playing with Fire," Streetrunner's re-invention of the **Rolling Stones'** "Play With Fire" in collaboration with old-school soul singer Betty Wright, is wasted on a Lil Wayne lyric that seems to have been devoted to being as inane sexist as possible.)

Ah, yes: inane sexism. That, of course, brings us to "Lollipop," the record-breaking, chart-topping single destined to be the summer soundtrack of 2008. Musically irresistible, it's not that the track is thematically reprehensible; some of the greatest hits in pop history have paid subtly veiled homage to oral sex, "Please Please Me," "Sugar, Sugar" and the B-52s' "Roam" among them. It's just that Lil Wayne is irredeemably lazy, mired in what New York Times critic Jon Pareles called the single entendre (why trouble with two when one will do?) and,

like much of the album, falling frustratingly short of what could and should have been a career climax. Even a sucker deserves better.

Jim DeRogatis

SUBJECT: MUSIC INDUSTRY (89%); RECORD INDUSTRY (78%); RECORD PRODUCTION & DISTRIBUTION (78%); ARTISTS & PERFORMERS (76%); HIP HOP CULTURE (76%); RAP MUSIC (76%)

LOAD-DATE: June 22, 2008

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Photo: L'il Wayne ;

Photo: Lil Wayne ;

DOCUMENT-TYPE: Review

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The New York Times

June 10, 2008 Tuesday

Correction Appended

Late Edition - Final

Rapper's Road to Pop

BYLINE: By JON PARELES**SECTION:** Section E; Column 0; The Arts/Cultural Desk; MUSIC; Pg. 1**LENGTH:** 1293 words

"Mr. Carter," a song on Lil Wayne's long-awaited album "Tha Carter III" (Cash Money/Universal), brings together Lil Wayne, born Dwayne Michael Carter Jr., and Jay-Z,

born Shawn Carter.

Since they share a last name -- and no rapper would let the sonic coincidence go unexploited -- some kind of identity-defining encounter was probably inevitable.

Jay-Z,

38, has been hip-hop's top honcho and acclaimed virtuoso for a decade. Lil Wayne, 25, has been calling himself the "best rapper alive" for years. Now Jay-Z

endorses and anoints him: "I share mike time with my heir," he raps. "Young Carter go farther, go further, go harder. Is that not why we came? And if not, then why bother?"

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"**Tha Carter III**" is Lil Wayne's determined push into pop. Without a crossover, he has already gone as far as he can within hip-hop. He got a recording contract when he was 11, and he's been making albums since he was a teenager, originally with the New Orleans hip-hop group the Hot Boys, which made gold records. He followed through with his own million-selling solo albums, including "Tha Block Is Hot" in 1999 and "Tha Carter II" in 2005. For hip-hop magazines (and, earlier this year, for Billboard), he's already a cover story. Now he's headed for radio.

Songs on "Tha Carter III" use lush, string-laden production by big names like Kanye West and Just Blaze, and they often revolve around full-fledged vocal choruses, sung by guests including T-Pain and Babyface. The album's first single, "Lollipop," reached No. 1 despite (or more likely because of) its single-entendre lyrics.

"Lollipop" is an insinuating electronic concoction, ticking and blipping, with Static Major (who died earlier this year) crooning the chorus and Lil Wayne's brief bits of rapping turned into a melody by computer tuning. One of Lil Wayne's least original efforts, "Lollipop" is just bait, inviting new listeners to notice one of hip-hop's most free-form rhymers, with a career to match.

Successor or not, Lil Wayne just doesn't do things Jay-Z ☐

's way -- anything but. Jay-Z ☐

presents himself as Mr. Organization, from his designer suits to his calm demeanor to the tracks themselves. His rhymes set a meter and stick with it; he chooses a refrain or a topic and works through its variations. He releases his albums methodically, with careful buildup and follow-through tours, and he doles out guest appearances as sparingly as papal audiences. He and his listeners never forget that he's thinking strategically.

Not Lil Wayne, who treats hip-hop as equal parts career path and compulsion. Since "Tha Carter," in 2004 -- which was his fourth solo album -- he has let loose his inner anarchist. "They don't make 'em like me no more/Matter of fact they never made it like me before," he raps on a new song, "Phone Home."

With the Hot Boys and on his first solo albums, Lil Wayne rattled off strict-meter, rapid-fire rhymes. But on the "Carter" series his phrasing has grown looser, trickier and funnier: "Wittier than comedy," he raps in "La La." "But I ain't tellin' jokes" -- long pause -- "apparently." He drawls to land behind the beat, then casually tumbles through a rush of syllables to end up just where he planned to be. His voice rises and falls in a sly, scratchy singsong -- no wonder he calls himself Weezy -- that can sound like a cackly old man or a wisecracking kid. His voice holds unmistakable echoes of New Orleans R&B singing: weathered and frisky, jovial and wary.

"Tha Carter II," released late in 2005, was largely complete before Hurricane Katrina. He raps about that tragedy in a brooding new song, "Tie My Hands": "My whole city underwater, some people still floatin'/And they wonder why black people still votin' ." He adds, "No governor, no help from the mayor/Just a steady-beatin' heart and a wish and a prayer."

Between albums Lil Wayne rapped an even more bitter reaction in a song called "Georgia ...Bush," where he rhymed: "The white people smiling like everything cool/But I know people that died in that pool." The song came out on "Dedication 2 -- Gangsta Grillz," one of the many albums in Lil Wayne's shadow career as one of the most prolific and widely bootlegged rappers ever.

Major labels and their stars usually equate success with scarcity: completing no more than one album a year (if that), letting anticipation and hype build toward each rare release. But between the installments of "**Tha Carter**," **Lil Wayne** has been ubiquitous, embracing saturation rather than scarcity.

He showed up as a guest on songs by Usher, Lloyd, Chris Brown and Fat Joe; he had his first collaboration with Jay-Z ☐

on "Hello Brooklyn 2.0." He made an album, "Like Father, Like Son," with his mentor, Birdman. He toured steadily, filling theaters. (He also racked up arrests on marijuana and gun possession charges, including one after his July 2007 show at the Beacon Theater in New York City. He often raps about smoking dope and swigging cough syrup.)

With and without Lil Wayne's consent there has been a constant stream of mixtapes and studio outtakes, distributed so widely that fans would sing along with mixtape songs at concerts. (It has taken Neil Young up to four decades to release his archives; Lil Wayne won't have that time lag.)

Many of the mixtape songs are raps over other people's hit tracks: samples that would be expensive to use on official albums, where Lil Wayne prefers to use newly made tracks. The mixtapes are inconsistent, of course, and the songs fall back more often on the standard gangsta shtick that filled Lil Wayne's older albums. But even when he's just spinning his wheels, Lil Wayne has more good material than his albums will ever hold. A deluxe version of "Tha Carter III" comes with "The Leak," five leaked songs that were officially released earlier this year as digital downloads.

In interviews, Lil Wayne describes himself as a perfectionist. "Dr. Carter," a song on the new album, diagnoses problems with current hip-hop: "Lack of concepts, originality, his flow is weak and he's got no style." And while Lil Wayne is well aware that just about anything he says into a microphone will be online sooner or later, he has clearly worked to make "Tha Carter III" a statement of its own: one that moves beyond standard hip-hop boasting (though there's plenty of that) to thoughts that can be introspective or gleefully unhinged.

As Lil Wayne's reputation has grown between albums, he has upgraded his collaborators; "Tha Carter III" is filled with guests. Its production encompasses both the plush and the minimal. There's suave R&B in "Comfortable," which sounds like a love song but bluntly tells a woman not to get too comfortable since she can be replaced, and in "Mrs. Officer," where he has a tryst with policewoman and asks her for her number and she tells him, "911." There's bare-bones hip-hop looping in "A Milli," which is little more than beat, a bass line and a male voice saying "a milli" as Lil Wayne free-associates about being a millionaire, among many other things.

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Kanye West gives him gospelly piano in "Let the Beat Build." There's rock in "Playin' With Fire," which remakes the Rolling Stones' "Play With Fire" as a mixture of come-on and death wish, and in "Shoot Me Down," where Lil Wayne is holding a gun and staring into a mirror. Nina Simone's version of "Don't Let Me Be Misunderstood" accompanies "Don't Get It," in which he raps, "Excuse my French emotion and my passion/But I wear my heart on my sleeve like it's the new fashion."

As he reaches for pop exposure, Lil Wayne is tempering braggadocio with a different kind of audacity: he's showing himself as more vulnerable than ever.

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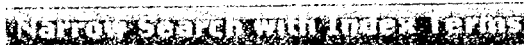
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☐ RAP MUSIC


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SUBJECT: HIP HOP CULTURE (90%); RAP MUSIC (90%); RECORD PRODUCTION & DISTRIBUTION (78%); MUSIC (78%)

PERSON: JAY-Z (98%)

LOAD-DATE: June 10, 2008

LANGUAGE: ENGLISH

CORRECTION-DATE: June 21, 2008

CORRECTION: A music column on June 10 about the rap star Lil Wayne erroneously included a producer among those credited on his new album, "Tha Carter III." Just Blaze did not produce any of the tracks. The column also misstated sales figures for the Hot Boys, the New Orleans group with whom Lil Wayne started his recording career. They made a platinum album (a million copies), not gold albums (500,000). (Go to Article)


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Michael B. Kramer

From: Alisa Coleman [acoleman@abkco.com]
Sent: Monday, February 11, 2008 2:41 PM
To: hudsons22@gmail.com
Cc: Dag Sandsmark (dsandsmark@emimusicpub.com); Iris W. Keitel
Subject: FW: "Don't Play" Rollingstone's Sample Clearance
Attachments: STREETSSAMPLECLEARANCE.mp3

Dear Carlos:

We do not wish to approve this sample; therefore, no use may be made of the composition and the derivative work.

Please confirm by return e-mail that no use will be made.

Best regards,

Alisa Coleman

Vice President
ABKCO Music & Records, Inc.
1700 Broadway, New York, NY 10019
Direct Dial: 212/399-0309
Cell: 201/704-5977
Direct Fax: 212/849-9109
alisa@abkco.com
www.abkco.com

From: Carlos Hudgins [mailto:hudsons22@gmail.com]
Sent: Monday, February 11, 2008 2:26 PM
To: Alisa Coleman; Iris W. Keitel
Subject: "Don't Play" Rollingstone's Sample Clearance

Alisa & Iris,

Here's the album version of "Don't Play" per ABKCO's request in consideration for sample clearance for Cash Money/Universal artist Lil Wayne.

Note: Streetworker has tagged this version of the song due to the high risk of leaked Lil Wayne records, please inform us as soon as possible if any problems.

Thanks

--

-Los

EMI Music Publishing Urban
"Inspired by Determination"

7/21/2008

BONUS SONGS

FEAT. BOBBY VALENTINO

(D. Carter, D. Harrison, R. Wilson)
Young Money Publishing Inc./Warner-Chappell Music (BMI),
Three Nails And A Crown Publishing (ASCAP), Tight Werk Music (BMI)
Produced by Darius "Deezle" Harrison
Recorded by Darius "Deezle" Harrison @ CMR Miami, FL
Assistant: Miguel Bermudez and Edward Lido
Mixed by Fabian Marasciullo @ Hit Factory Criteria, Miami, FL
Mix Assistant: Miguel Bermudez and Edward Lido
Digital Editing: Joshua Berkman

(D. Carter, K. West)

Young Money Publishing Inc./Warner-Chappell Music (BMI),
Please Gimme My Publishing Inc./EMI Blackwood (BMI)
Produced by Kanye West for Very Good Beats/Hip Hop Since 1978
Recorded by Darius "Deezle" Harrison @ CMR Miami, FL
Assistant: Miguel Bermudez and Edward Lido
Mixed by Andrew Dawson @ Record Plant, LA
Digital Editing: Joshua Berkman

FEAT. BETTY WRIGHT

(D. Carter, N. Warwar, J. Desrouleaux)
Young Money Publishing Inc./Warner-Chappell Music (BMI)
Run The Streets Music (ASCAP), Jason Derulo (BMI)
Produced by STREETRUNNER for High Capacity Management
Recorded by Darius "Deezle" Harrison @ CMR Miami, FL
Assistant: Miguel Bermudez and Edward Lido
Mixed by Fabian Marasciullo @ Hit Factory Criteria, Miami, FL
Mix Assistant: Miguel Bermudez and Edward Lido
Digital Editing: Joshua Berkman
Additional Keyboards: Infamous
Additional Vocals: Betty Wright
Additional Vocals Recorded and Produced by: Angelo Morris and Betty Wright
Guitars: Infamous

All songs mastered by Viado Meller at Universal Mastering Studios, NYC

Lil Wayne
Playing With Fire

[Intro]

So you've got so ma-ny diamonds,
You wear all the finest clothes,
And your grill is shining
As you're driving down the streets of gold,
But you can't, blame, me if I set this stage on fire

[Verse 1:]

Mama always told me I was crazy,
My hoes say I'm amazing,
But I don't listen to a lady,
But the bitch say I'm hot,
And I say no bitch I'm blazin,
Like what the fuck do you expect,
I'm muthafuckin cajun
I feel caged in my mind, it's like my flow doing time,
I goes crazy inside, but when it comes out it's fine
Like wine, wait, watch, see I get better with time like a watch,
Osh-Ba-Gosh Posh Spice husband couldn't kick it like I kick it,
Bitch, I kicks it,
No cereal like a land and I sticks it
Whatever she asks me, after she licks it
That's too explicit,
Well why you listening,
(sniff) I smell smoke, is something sizzlin?
That's her pussy,
So hey pussy play with pussy, or play pussy.

[Hook]

But you cant, blame, me if I set this stage on fire

[Verse 2:]

They say ya nobody till somebody kills you
Well where I'm from ya nobody till you kill somebody
And you know what they say, when your great,
It's not murder, it's assassinate
So assassinate me bitch!
'Cause I'm doing the same shit Martin Luther King did,
Checkin in the same hotel, and the same suite bitch,
Same balcony like, "ASSASSINATE ME BITCH!!"
Slim toche, I don't rap, I film movies
Hear my rap, you can call me Mr. directors' chair,

yeah, and that's a wrap.
Cut on to the next, not the next scene, bitch the next check.
Some say that X makes the sex spect,
So play with the pussy or play pussy.

[Intro]

Hey pussy, hey pussy, get em.

[Verse 3:]

Straight off the corner of apple and eagle,
Brave heart bitch like the times are medieval
Married to the game divorced the cathedral,
standing on the corner selling porcelain to people.
Forced into evil, it's all in ya head,
it's all so cerebral, call me Knievel,
You follow and I'll lead you, straight to the needle,
the bottles, the battles, the beetles will eat you,
Mama named 'Cita, I love you 'Cita,
Remember when your pussy second husband tried to beat ya
Remember when I went into the kitchen got the cleaver,
He ain't give a fuck, I ain't give a fuck neither,
He could see the devil, see the devil in my features,
You can smell it ether,
You could see 'Cita,
You could see the 'Cita
See the 'Cita in my features,
Cause she don't play neither

[Hook]

abkco MUSIC INC.
1700 BROADWAY, NEW YORK, NY 10019

Telephone (212) 399-0300
Facsimile (212) 582-5090

Writer's Direct

July 9, 2008

Mr. Roger Faxon
CEO
EMI Music Publishing
75 Ninth Avenue
New York, NY 10011

Mr. Dave Johnson
CEO
WARNER/CHAPPELL MUSIC, INC.
75 Rockefeller Plaza, 30th Floor
New York, NY 10019

Mr. Andrew Kronfeld
General Manager
Universal Motown Records
1755 Broadway, 6th Floor
New York, NY 10019

Via Certified Mail and E-mail

Dear Roger, Dave and Andrew:

Re: "Play With Fire" (Nanker Phelge)

As you are probably all aware ABKCO Music Inc ("ABKCO") is the owner of the worldwide copyrights in the musical work "Play With Fire" written by Nanker Phelge (the "Composition") and recorded by The Rolling Stones (attached).

I'm writing to bring to your attention a very disturbing situation which has recently been brought to my attention and I want you and the cc's to this email to be aware of.

On October 1, 2007 ABKCO received a request from EMI Music Publishing (Carlos Hudgins) to clear a sample of the Composition which had been used by their producer Streeterunner in an instrumental recording entitled "Don't Play" (the "Derivative Work") to be embodied in "Lil Wayne's highly anticipated LP entitled

The Carter 3". The sample embodied a portion of the original lyrics of the chorus (attached).

On October 2, 2007 ABKCO authorized the use of the sample provided the copyright in the Derivative Work was assigned to ABKCO and the writers share was assigned to Nanker Phelge.

EMI Music Publishing agreed to the required terms and based upon that agreement on October 10, 2007 ABKCO forwarded its standard derivative work agreement and assignment for execution. Neither the agreement nor the assignment were ever returned.

Despite follow ups from my office nothing further occurred until February 11, 2008 when ABKCO received a further request from EMI Music Publishing for clearance of the Derivative Work this time with the addition of new explicit lyrics(attached). This request was immediately denied by return email. EMI Music Publishing was asked to confirm that no use would be made of the Composition or the Derivative Work with the explicit lyrics but such confirmation was never forthcoming.

Universal released the album "Tha Carter III" on June 10, 2008 containing a recording of a composition entitled "Playing With Fire" performed by Lil Wayne and Betty Wright and with the writers credited as D. Carter, N Warwar and J. Desrouleaux (attached).

ABKCO's musicologist confirms that "Playing With Fire" contains striking, significant and substantial similarities that are so obvious and blatant that anyone familiar with the Composition will immediately recognize that "Playing With Fire" was derived from the Composition.

You will appreciate that this willful infringement of one of ABKCO's valuable copyrights cannot be left unaddressed and in normal circumstances I would be instructing ABKCO's attorneys to apply for a court order to restrain the further distribution and sale of "Tha Carter III" album while it embodies "Playing With Fire" and for damages for willful infringement.

Having set out the above I recognize and appreciate the relationship that has been built up over the years between ABKCO and Universal, EMI Music Publishing and Warner/Chappell Music and on a totally without prejudice and non-precedential basis on behalf of ABKCO I am prepared to offer to amicably resolve the issue on the following basis:

- a. Execution of a Settlement Agreement and Assignment between all of parties assigning and transferring all interest and income (including all writers interest and income) to ABKCO Music, Inc. and the original writers Nanker Phelge;

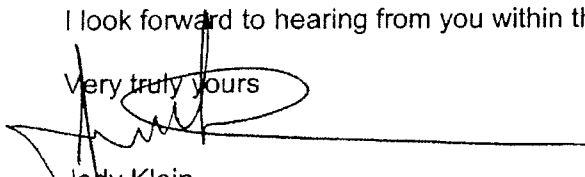
- b. ABKCO being furnished with an immediate statement of all physical units manufactured to date worldwide and all digital sales worldwide accompanied with payment calculated at three (3) times the full mechanical royalty in respect of "Playing With Fire" ;
- c. The immediate payment to ABKCO of three (3) times the recently agreed rate between ABKCO and Universal in respect of current ringtones/ringback sales of "Playing With Fire";
- d. Universal to immediately cease manufacture and distribution of physical product embodying the offending track and to remove the track from its digital offering of the album; and
- e. No further use of "Playing With Fire" may be made without the prior written consent of ABKCO, which consent may be given or denied in the absolute discretion of ABKCO.

This without prejudice offer I have made is open for acceptance by all interested parties within the next ten (10) business days failing which legal proceedings will be instituted without further notice.

ABKCO hereby reserves all of its rights and remedies available under the Copyright Law, including without limitation the right to collect legal fees and damages.

I look forward to hearing from you within the time limited above.

Very truly yours



Jody Klein
President

cc: Universal Motown Republic Records Group Legal – Michael Reinert
Cash Money Records Legal – Rand Levin
EMI Publishing – Carlos Hudgins & Dag Sandsmark
BMI – Del Bryant
ASCAP – John LoFrumento
Alisa Coleman
Peter Howard
Iris Keitel
Kenneth Salinsky

Title Report: National Sales

Title: THA CARTER III		Release To Date	
Artist: LIL WAYNE		Sales	
Format: Album	Tracks TW 207,925	Units % TOT	
	RTD 3,412,167	Total: 1,912,052	
Label: UNCM	YTD 2,541,158	LP: 0	0
Release Date: 05/06/08		Cassette: 0	0
Catalog: CAT:03302	Weeks Period Rank	CD: 1,738,660	91
2008 YTD: 1,912,052	Top 200 TW 2	DVD: 0	0
2008 YTD	6 LW 1	Digital: 173,391	9
Digital:	173,391	2W 1	

BUSINESS CONDITIONS				
Album(000)	This Week	% CHG	Last Week	YTD
Total:	7,482	2%	7,331	227,014
Chain:	2,411	-4%	2,502	75,738
Independent:	549	1%	543	16,086
Mass Merch:	2,612	3%	2,539	81,972
Non Traditional:	1,909	9%	1,746	53,218

Week Ending: 07/20/2008 Strata: All Config: All Weeks: 4 Display: % CHG

Strata: All Config: All	WK End 07/20/08	% CHG	RK	WK End 07/13/08	% CHG	RK	WK End 07/06/08	% CHG	RK	WK End 06/29/08	% CHG	RK	93 TD Total
Total	105,490	-15		124,575	-20		156,369	-25		209,306	-32		1,912,050
Store Strata													
Chain	48,308	-15		56,540	-27		77,626	-28		108,353	-33		1,008,295
Independent	7,132	-1		7,190	-18		8,723	-27		11,877	-44		103,099
Mass Merch	40,607	-18		49,682	-12		56,336	-20		70,342	-24		606,262
Non Traditional	9,443	-16		11,263	-18		13,684	-27		18,734	-40		194,394
Digital	8,488	-17		10,243	-15		12,095	-27		16,486	-38		173,391
Internet/Mail Order/Venue	955	-6		1,020	-36		1,589	-29		2,248	-51		
Non Traditional Retail Outlets	0			0			0			0			
Geographic Region													
Northeast	5,540	-15	3	6,550	-18	2	7,944	-25	3	10,564	-41	2	98,602
Middle Atlantic	13,279	-12	2	15,065	-23	2	19,569	-24	3	25,773	-36	3	225,006
East North Central	13,896	-18	3	17,007	-22	1	21,683	-26	1	29,330	-28	2	265,578
West North Central	5,650	-18	4	6,900	-13	2	7,896	-28	4	11,017	-27	3	94,047
South Atlantic	24,441	-13	2	28,128	-24	1	37,087	-24	1	48,975	-36	1	475,773
South Central	21,218	-16	1	25,318	-20	1	31,513	-27	1	43,038	-31	1	393,244
Mountain	6,802	-17	4	8,153	-13	2	9,348	-22	2	11,964	-30	2	107,476
Pacific	14,666	-16	4	17,555	-18	3	21,330	-26	2	28,644	-27	2	252,322
Geographic Place													
City	17,996	-12		20,410	-22		26,151	-25		34,918	-38		335,977
Suburb	60,832	-16		72,664	-20		91,320	-27		125,557	-30		1,153,234
Rural	26,661	-16		31,601	-19		38,899	-20		48,831	-33		422,841

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MICHAEL B. KRAMER & ASSOCIATES
150 East 58th Street
New York, New York 10155
(212) 319-0304

Attorneys for Plaintiff
ABKCO MUSIC, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ABKCO MUSIC, INC.,

Case No.: 08 CV 6573 RMB

Plaintiff,

COMPLAINT

-against-

DWAYNE MICHAEL CARTER, JR. p/k/a
LIL WAYNE, NICHOLAS MARK WARWAR
p/k/a STREETRUNNER, JASON
DESROULEUX, CASH MONEY RECORDS,
INC., UNIVERSAL MOTOWN REPUBLIC GROUP,
UNIVERSAL MUSIC GROUP RECORDINGS,
INC., YOUNG MONEY PUBLISHING INC.,
WARNER-TAMERLANE PUBLISHING CORP.,
WARNER/CHAPPELL MUSIC, INC., and EMI
MUSIC PUBLISHING,

Defendants.

-----X

Plaintiff, ABKCO MUSIC, INC. ("ABKCO"), by its attorneys, MICHAEL B.
KRAMER & ASSOCIATES, upon information and belief (except as to the allegations regarding
Plaintiff and the rights it asserts herein) alleges for its complaint against Defendants, DWAYNE
MICHAEL CARTER, JR. p/k/a LIL WAYNE ("Lil Wayne"), NICHOLAS MARK WARWAR

p/k/a STREETRUNNER ("Streetworker"), JASON DESROULEUX ("Desrouleux"), CASH MONEY RECORDS, INC. ("Cash Money"), UNIVERSAL MOTOWN REPUBLIC GROUP ("Universal Motown"), UNIVERSAL MUSIC GROUP RECORDINGS, INC. ("UMG Recordings"), YOUNG MONEY PUBLISHING INC. ("Young Money"), WARNER-TAMERLANE PUBLISHING CORP. ("WP Publishing"), WARNER/CHAPPELL MUSIC, INC. ("WC Music"), and EMI MUSIC PUBLISHING ("EMI") (collectively referred to as the "Defendants") as follows:

NATURE OF ACTION

1. Plaintiff, ABKCO, is a music publishing company founded by legendary businessman and manager Allen Klein, which has for almost fifty (50) years been one of the most significant and successful independent music publisher in the world. Amongst the vast catalogue of compositions which ABKCO owns are most of the many classic songs written by Mick Jagger and Keith Richards of The Rolling Stones, including "[I Can't Get No] Satisfaction", "Jumpin' Jack Flash", "You Can't Always Get What You Want" and "Gimme Shelter", as well as the entire Sam Cooke catalogue which includes "You Send Me", "Wonderful World", "Another Saturday Night" and "A Change Is Gonna Come".

2. ABKCO is the owner of the United States copyright (and all copyright throughout the World) in and to the rock n' roll classic musical composition, "Play with Fire" (the "Composition"), written by the five original members of The Rolling Stones¹, one of the most celebrated bands in the world. The Rolling Stones have over the past forty (40) years sold more than 200 million albums worldwide. In 1986, they were presented with a Grammy

¹ Mick Jagger, Keith Richards, Brian Jones, Charlie Watts and Bill Wyman who used the *nom de plume*, "Nanker G:\MBKA\ABKCO\Lil Wayne\complaint v2.rtf

Lifetime Achievement Award. In 1989 The Rolling Stones were inducted into the Rock and Roll Hall of Fame, and in 2004 they were ranked number 4 in *Rolling Stone* magazine's 100 Greatest Artists of All Time.

3. The Composition itself has had continuous exposure and radio play since it was written, recorded and released by The Rolling Stones and ABKCO's affiliated company, ABKCO Records, in 1965. The Composition was originally released as the b-side to its album mate, "The Last Time", and was later included on the 1965 album *Out of Our Heads*. It was also featured prominently on the 1971 collection *Hot Rocks*, as well as *Singles Collection: The London Years* and closing the U.S. version of the 1966 collection *Big Hits (High Tide and Green Grass)*. The song was performed live during The Rolling Stones' tours of 1965 and 1966 before being revived for the 1989-1990 Steel Wheels/Urban Jungle Tour. The Composition was recently featured in the 2007 film *The Darjeeling Limited* and appeared on the soundtrack album. ABKCO has also issued synchronization licenses for the Composition for *Shoot The Moon* (1982), *The Heidi Chronicles* (1989), *The Lips of Mick Jagger* (1997), *Time's Up* (2001), and *American Dreams* (2005). The Composition has earned over one million dollars (\$1,000,000) in income for ABKCO and the writers and has been embodied on recordings that have sold in excess of 20 million units worldwide.

4. Plaintiff brings this action for, *inter alia*, copyright infringement, declaratory judgment under the Copyright Act of the United States, and violation of the Lanham Act in connection with a certain musical composition and recording, entitled "Playing With Fire"

(the "Infringing Work") which is contained on the recently released album *Tha Carter III* (the "Infringing Album") by the performing artist Lil Wayne.

5. Defendants have willfully and deliberately released and began selling and distributing directly to the public the Infringing Work which is a clear derivative of the Composition with the original lyrics and music of the Composition altered but recognizable, and upon information and belief have also performed their derivative of ABKCO's copyrighted musical composition.

6. Upon information and belief, despite notice that their actions constituted copyright infringement, Defendants continue to make, distribute and publicly perform copies of the Infringing Work.

7. By this action, Plaintiffs seek judgment: (a) Declaring that Defendants' unauthorized creation and/or distribution of the Infringing Work willfully infringed Plaintiff's copyrights in and to the Composition in violation of the Copyright Act; (b) For a preliminary and permanent injunction enjoining Defendants and their respective agents, employees, officers and directors, attorneys, successors, licensees, and assigns, and all those persons acting in concert and combination therewith, from further infringement of Plaintiff's copyrights in the Composition, including but not limited to the sale and distribution of the Infringing Work and the Infringing Album; (c) Ordering that the Defendants deliver up for destruction all copies or phonorecords containing the Infringing Work which have been made or used in violation of the Plaintiff's exclusive rights, and of all masters or other articles by means of which such copies or phonorecords may be reproduced; (d) Awarding Plaintiff, at its election, either (i) actual damages and the profits derived by Defendants as a result of their infringing activities, pursuant

to 17 U.S.C. § 504(b), or (ii) statutory damages in the maximum amount of \$150,000 with respect to the Composition, pursuant to 17 U.S.C. § 504(c); (e) Declaring that Defendants' actions constitute a violation of Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a)(1)(A), with damages to be determined at trial; (f) Declaring that Defendants' actions constitute a violation of state and common law unfair competition and misappropriation, with damages to be determined at trial; (g) For an accounting, the imposition of a constructive trust and restitution and disgorgement of Defendants' unlawful profits and benefits obtained as a result of their misappropriation and unfair competition and damages according to proof; (h) For punitive and exemplary damages in such amount as may be awarded at trial; (i) For prejudgment interest according to law; and (j) Awarding Plaintiffs their attorneys' fees and full costs pursuant to 17 U.S.C. §505.

JURISDICTION AND VENUE

8. This Court has jurisdiction over these claims pursuant to 28 U.S.C. §§ 1331, 1338(a) and 1367. This Court has venue under 28 U.S.C. §§ 1391(b) and (c) and 1400(a).

THE PARTIES

9. Plaintiff, ABKCO is a New York corporation, with its principal place of business at 1700 Broadway, New York, New York, and is actively engaged in the business of music publishing, whereby, *inter alia*, it licenses the recording, reproduction, public performances, synchronization and distribution of musical compositions for which it either owns or controls the copyrights.

10. Upon information and belief, Lil Wayne is a music performer, writer, and producer, and is a resident of the State of Louisiana. Upon information and belief, Lil Wayne participated in the creation of the Infringing Work, and has performed the Infringing Work for inclusion of his recording of the Infringing Album.

11. Upon information and belief, Streeterunner is a music performer, writer, and producer, and is a resident of the State of Florida. Upon information and belief, Streeterunner participated in the creation of the Infringing Work.

12. Upon information and belief, Desrouleaux is a songwriter and is a resident of the State of Florida. Upon information and belief, Desrouleaux participated in the creation of the Infringing Work.

13. Upon information and belief, Cash Money is a division of Universal Motown, which is in turn a division of UMG Recordings, a foreign publicly held corporation organized under the laws of the State of Delaware, and authorized to do business in New York, with offices located at 1755 Broadway, 6th Floor, New York, NY 10019. Upon information and belief, Cash Money has at all times relevant hereto sold and/or distributed the Infringing Album, which contains the Infringing Work, in the United States and abroad.

14. Upon information and belief, Universal Motown is a division of UMG Recordings, a foreign publicly held corporation organized under the laws of the State of Delaware, and authorized to do business in New York, with its offices located at 1755 Broadway, 6th Floor, New York, NY 10019. Upon information and belief, Universal Motown has at all times relevant hereto sold and/or distributed the Infringing Album, which contains the Infringing Work, in the United States and abroad.

15. Upon information and belief, UMG Recordings is a foreign publicly held corporation organized under the laws of the State of Delaware, and authorized to do business in New York, with its offices located at 1755 Broadway, 6th Floor, New York, NY 10019. Upon information and belief, UMG Recordings has at all times relevant hereto sold and/or distributed the Infringing Album, which contains the Infringing Work, in the United States and abroad.

16. Upon information and belief, Young Money is a division of WP Publishing, which is in turn a division of WC Music, a foreign publicly held corporation organized under the laws of the State of Delaware, and authorized to do business in New York, with its offices located at 75 Rockefeller Plaza, 30th Floor, New York, New York. Upon information and belief, Young Money has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

17. Upon information and belief, WP Publishing is a division of WC Music, a foreign publicly held corporation organized under the laws of the State of Delaware, and authorized to do business in New York, with its offices located at 75 Rockefeller Plaza, 30th Floor, New York, NY 10019. Upon information and belief, WP Publishing has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

18. Upon information and belief, WC Music is a foreign publicly held corporation organized under the laws of the State of Delaware, and authorized to do business in New York, with its offices located at 75 Rockefeller Plaza, 30th Floor, New York, New York.

Upon information and belief, WC Music has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

19. Upon information and belief, EMI Publishing is a foreign publicly held corporation organized under the laws of the United Kingdom, and authorized to do business in New York, with its offices located at 75 Ninth Avenue, 4th Floor, New York, New York. Upon information and belief, EMI Publishing has, at all times relevant hereto, purported to be the owner of all or a portion of the Infringing Work and has created, sold, licensed and otherwise commercially exploited the Infringing Work in the United States and abroad.

BACKGROUND FACTS

20. ABKCO has invested and continues to invest substantial sums of money, time, effort and creative talent to create, promote, license and otherwise exploit its extremely valuable and irreplaceable catalogue of musical compositions including the Composition. Over the years ABKCO has paid millions of dollars in royalties to its writers and has steadfastly protected its interests and the interests of its writers in ABKCO's musical compositions, including the Composition. ABKCO has carefully ensured that the uses of its musical catalogue reflect well on itself and the writers whose legacy is often dependant on protecting those compositions. ABKCO has incurred millions of dollars in legal expense in prosecuting actions against unauthorized users such as digital download pirates who have sought to profit from the efforts of ABKCO and ABKCO's writers without approval and/or required compensation. ABKCO and its writers are compensated for their creative effort and monetary investments

largely from revenues attributable to (i) the manufacture or digital downloads of phonorecords to the public, (ii) the public performance of the compositions and (iii) license fees from the grant of so-called synchronization licenses for the use of compositions in commercials and motion pictures. The reputation of ABKCO as a first class music publisher and the duty that ABKCO has to its writers to protect their creations and their reputations require ABKCO's vigilance in prohibiting third parties such as Defendants from tarnishing those creations and reputations with unauthorized appropriations, alterations and exploitations of ABKCO's compositions.

21. ABKCO is the copyright owner or owner of exclusive rights under United States copyright with respect to the Composition. ABKCO has received a Certificate of Copyright Registration from the Register of Copyrights for "Play with Fire," a true and correct copy of which is attached hereto as Exhibit "A."

22. On or about October 1, 2007, ABKCO was contacted by a representative (Carlos Hudgins) from EMI requesting that its writer/producer, Streetworker, be authorized to use a sample of the words and music of the Composition in a mostly "instrumental" recording entitled "Don't Play" to be embodied on the Infringing Album (the "Instrumental Version"). ABKCO was supplied with a copy of the Instrumental Version which contained, in the introduction and at the finale, the sampling of the famous chorus of the Composition performed on the Instrumental Version by Betty Wright.

23. On or about October 2, 2007, ABKCO agreed to authorize the Instrumental Version for use in the Infringing Album on the express condition that the copyright Instrumental Version, which would be a derivative of the copyrighted Composition would be assigned to ABKCO.

24. On or about October 12, 2007, ABKCO sent to Streeterunner and to Carlos Hudgins of EMI an "Agreement and Assignment of Copyright" regarding the Instrumental Version (the "Instrumental Agreement"). ABKCO never received any word from the recipients and the Instrumental Agreement was never executed or returned.

25. On, or about January 12, 2008, ABKCO contacted EMI regarding the status of the Instrumental Agreement. EMI never responded. Instead, on February 11, 2008, EMI contacted ABKCO proposing a new derivative work containing highly explicit and offensive lyrics (the "February 11th Version"). The February 11th Version, like the Instrumental Version contained substantial portions of the lyrics and music of the Composition at the beginning and the end but, instead of a purely instrumental section in between the uses of the Composition, the February 11th Version contained highly explicit, sexist and offensive lyrics performed by the Defendant Lil Wayne.

26. Immediately upon review of the new derivative work, ABKCO rejected the use of the Composition in the February 11th Version, as ABKCO would not want ABKCO or its writers associated with such offensive and explicit lyrics and vile content. ABKCO's sent its denial to EMI via email within fifteen (15) minutes of receiving the February 11th Version. A copy of EMI's email and ABKCO's response is attached hereto as Exhibit "B."

27. ABKCO received no further communication from any of the Defendants.

28. On June 10, 2008, the Infringing Album was released containing the Infringing Work performed by Lil Wayne and Betty Wright and with the writers credited as "D. Carter, N. Warwar and J. Desrouleux". Amongst the music publishers of the Infringing Work listed are the Defendants Young Money and Warner-Chappell Music. A copy of the liner notes

to the Infringing Album are attached hereto as Exhibit "C.". The Defendants, or some of them, made a poor attempt to hide their obvious use of the Composition in the Infringing Work by making some changes to the lyrics and music in the introduction and at the end. The middle remained the same as the February 11th Version with the offensive lyrics performed by Lil Wayne. A copy of the lyrics of the Infringing Composition are annexed as Exhibit "D".

29. ABKCO only learned of the existence of the Infringing Work upon discovering a review of the release of the Infringing Album, which contained the Infringing Work. Significantly, the review, published by the Chicago Sun Times, not only mentioned the Infringing Work as "Streeterunner's re-invention of The Rolling Stones' 'Play With Fire,'" but also commented that the Composition is "wasted on a Lil Wayne lyric that seems to have been devoted to being as inanely sexist as possible." A copy of the complete article is attached hereto as Exhibit "E".

30. Anthony Ricigliano, a noted musicologist, was immediately retained to provide his expert opinion. A copy of his preliminary report is attached hereto as Exhibit "F". Critically, Mr. Ricigliano report goes so far as to conclude that, upon review of the Infringing Work, the similarity is apparent to even a layperson's ear.

31. Further, even to a layperson, portions of the lyrics of the Infringing Work are clearly derivations of the original lyrics to the Composition².

² The following is a comparison of the lyrics of the Composition and the Infringing Work presented side by side. Both of these verses are the first to be sung in each work.

32. ABKCO has the exclusive rights to, *inter alia*, produce derivative works based on the Composition and to distribute such derivative works to the public. Upon information and belief, Defendants, and each of them, have made, copied, reproduced and/or distributed the Infringing Work, which is an unlawful derivative work, and made the Infringing Work available for unlawful and unauthorized distribution and performance to the public.

33. Upon information and belief, Defendants have intentionally and deliberately created and distributed the Infringing Work without authorization because they knew that that they would be unable to secure such permission from ABKCO.

34. Upon information and belief, members of the consuming public are likely to believe that the Composition was properly authorized by ABKCO and/or ABKCO's writers, the individual members of The Rolling Stone⁸.

35. Further, Defendant's creation and distribution of the Infringing Work will likely to cause the public to believe that ABKCO and The Rolling Stones have given their approval, authorization and endorsement of the explicit, sexist and offensive language featured in the lyrics of the Infringing Work.

The Composition

[Verse 1]
Well, you've got your diamonds and
you've got your pretty clothes
And the chauffeur drives your car
You let everybody know
But don't play with me, cause you're
playing with fire

The Infringing Work

[Intro]
So you've got so ma-ny diamonds,
You wear all the finest clothes,
And your grill is shining
As you're driving down the streets of
gold,
But you can't, blame, me if I set this
stage on fire

36. Defendants engaged and continue to engage in the business of knowingly and systematically participating in, facilitating, materially contributing to, and encouraging the unauthorized distribution and performance of the Infringing Work.

37. Prior to creating and/or distributing the Infringing Work, Defendants were fully aware that the Infringing Work would infringe the copyrights of the Composition.

38. The Defendants knowingly made the Infringing Work available to the public, without seeking or obtaining any license or other authorization from ABKCO to make distributions and/or performances of the Infringing Work.

FIRST CAUSE OF ACTION
(Copyright Infringement)

39. Plaintiff repeats and realleges the allegations contained in Paragraphs 1 - 38 as if fully set forth herein.

40. At all relevant times, ABKCO is and has been the rightful owner of the copyrights to and in the Composition.

41. The original filing for the Composition was made with the United States Copyright Office at which time the deposit, application, and fee required for registration of the Composition pursuant to 17 U.S.C. §§ 408, 409 and Copyright Registration EU0000874314 was issued on March 16, 1965. Copyright in and to the Composition was renewed on December 13, 1993 with Registration No. RE0000662376. See Exhibit "A."

42. Defendants have no license or any other form of permission to create a derivative work or otherwise claim copyright ownership in the Composition or to sell or distribute any derivative of the Composition.

43. Defendants have altered the lyrics and changed the music of the Composition, creating a derivative work. The Infringing Work is not a cover of the Composition, and therefore is not applicable to statutes concerning compulsory licenses.

44. Defendants have infringed ABKCO's copyright in the Composition, in violation of the Copyright Act, 17 U.S.C. §§ 106 and 501, by copying, publishing and distributing the Infringing Work.

45. Defendants infringement of the copyrights in the Copyrighted Works was intentional, willful, and with full knowledge of Plaintiff's copyrights.

46. Defendants' unauthorized exploitation of the Composition by the Infringing Work is in derogation of and injurious to ABKCO's exclusive rights as the owner of the copyright to the Composition all to ABKCO's substantial and irreparable damage.

47. By reason of the foregoing acts of copyright infringement, ABKCO is entitled to a permanent injunction enjoining Defendants from continuing the aforesaid acts of infringement pursuant to the Copyright Act, 17 U.S.C. § 502

48. By reason of the foregoing acts of copyright infringement, ABKCO is entitled to the impounding and destruction of all copies or phonorecords which have been made or used in violation of the ABKCO's exclusive rights, and of all masters or other articles by means of which such copies or phonorecords may be reproduced pursuant to the Copyright Act, 17 U.S.C. § 503.

49. By reason of the foregoing acts of copyright infringement, ABKCO is entitled to actual damages including all profits reaped by the Defendants as a result of their infringement pursuant to the Copyright Act, 17 U.S.C. § 504. Alternatively, ABKCO is entitled to the maximum statutory damages pursuant to 17 U.S.C. §504(c) for each infringement. Therefore, ABKCO demands an accounting to ascertain such profits

50. ABKCO is further entitled to its attorneys' fees and full costs pursuant to 17 U.S.C. §505.

SECOND CAUSE OF ACTION
(Lanham Act Unfair Competition)

51. Plaintiff repeats and realleges the allegations contained in Paragraphs 1-50 as if fully set forth herein.

52. The Rolling Stones are world renowned artists, writers, and performers. They have been in the Rock and Roll Hall of Fame and have been presented with a Grammy Lifetime Achievement Award. They have sold millions of album and toured extensively. They are a household name. ABKCO, as the owner of the copyrights of many works by the Rolling Stones, including the Composition, have expended substantial amounts of time and money to maintain the goodwill and popularity surrounding Rolling Stones songs, including the Composition. The Composition is a well known Rolling Stones song, featured in multiple albums, movies, and on tours.

53. ABKCO has distributed and provided goods and services in interstate commerce in connection with the Composition's goodwill and notariety, and have realized substantial income from the provision and sale of such goods and services.

54. Defendants' exploitation of the Infringing Work is likely to cause confusion, mistake or deception by misleading consumers and the trade into believing that ABKCO licensed or otherwise authorized the use of the Composition as the origin of the derivative Infringing Work, or that the Infringing Work is otherwise endorsed by ABKCO or the Rolling Stones.

55. Defendants' conduct is in willful and deliberate violation of Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a)(1)(A) and is highly damaging to ABKCO's and The Rolling Stones' reputations, especially considering the offensive and explicit lyrics.

56. Defendants have profited and continue to profit from their unlawful conduct and will, unless restrained, further impair ABKCO's and The Rolling Stones' goodwill and reputations, and ABKCO will suffer irreparable injury which cannot be adequately calculated or compensated solely by money damages.

57. ABKCO has no adequate remedy at law.

58. By reason of the foregoing, ABKCO is entitled to a permanent injunction enjoining Defendants from continuing the aforesaid acts.

THIRD CAUSE OF ACTION
(Unfair Competition and Misappropriation Under State Law)

59. Plaintiff repeats and realleges the allegations contained in Paragraphs 1-58 as if fully set forth herein.

60. Defendants deliberately have sought to capitalize on ABKCO's, The Rolling Stones' and the Composition's reputations and goodwill in willful and wanton disregard of the ABKCO's rights therein. Defendant's acts constitute a misappropriation of ABKCO's labor and expenditures and constitute an attempt by Defendants to trade upon the valuable reputation and tremendous goodwill of ABKCO, The Rolling Stones and the Composition.

61. The foregoing acts and conduct of the Defendants constitute a misappropriation and invasion of the property rights of ABKCO in and to the Composition and constitute misappropriation and unfair competition under state statutory and common law.

62. Defendants have profited and continue to profit from their unlawful conduct and will, unless restrained, further impair ABKCO's and The Rolling Stones' goodwill and reputations, and ABKCO will suffer irreparable injury which cannot be adequately calculated or compensated solely by money damages.

63. ABKCO has no adequate remedy at law.

64. By reason of the foregoing acts, ABKCO is entitled to a permanent injunction enjoining Defendants from continuing the such acts.

65. Through their conduct the Defendants have acted knowingly, recklessly and with malice and the Plaintiffs are, in addition to their actual damages, by reason thereof, entitled to recover exemplary and punitive damages against Defendants.

FOURTH CAUSE OF ACTION
(Accounting)

66. Plaintiff repeats and realleges the allegations contained in Paragraphs 1-65 as if fully set forth herein.

67. Due to the abovementioned violations of federal state and common law, ABKCO demands that the Defendants render an accounting to ascertain the amount of such profits which have been realized to such violations.

68. As a direct and proximate result of the Defendants' misappropriation and unfair competition, the Plaintiff has been damaged, and Defendants have been unjustly enriched, in an amount to be proven at trial for which damages and/or restitution and disgorgement are appropriate. Such damages and/or restitution and disgorgement should include a declaration by this Court that Defendants, and each of them, are constructive trustees for the benefit of Plaintiffs

and order that Defendants convey to the Plaintiff all gross receipts and benefits received or to be received that are attributable to the infringement of the Composition.

FIFTH CAUSE OF ACTION
(Punitive Damages)

69. Plaintiff repeats and realleges the allegations contained in Paragraphs 1-68 as if fully set forth herein.

70. Through their conduct the Defendants have acted knowingly, recklessly and with malice and the Plaintiff is, in addition to its actual damages, by reason thereof, entitled to recover exemplary and punitive damages against Defendants.

WHEREFORE, Plaintiff respectfully requests judgment against Defendants as follows:

(a) Declaring that Defendants' unauthorized creation and/or distribution of the Infringing Work willfully infringed Plaintiff's copyrights in violation of the Copyright Act;

(b) For a preliminary and permanent injunction enjoining Defendants and their respective agents, employees, officers and directors, attorneys, successors, licensees, and assigns, and all those persons acting in concert and combination therewith, from further infringement of Plaintiff's copyrights in the Composition, including but not limited to the sale and distribution of the Infringing Work and the Infringing Album;

(c) Ordering that the Defendants deliver up for destruction of all copies or phonorecords which have been made or used in violation of the Plaintiff's exclusive rights, and of all masters or other articles by means of which such copies or phonorecords may be reproduced;

(d) Awarding Plaintiff, at its election, either (i) actual damages and the profits derived by Defendants, and each of them, as a result of its infringing activities, pursuant to 17 U.S.C. § 504(b), or (ii) statutory damages in the maximum amount of \$150,000 with respect to the Composition, pursuant to 17 U.S.C. § 504(c);

(e) Declaring that Defendants' actions constitute a violation of Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a)(1)(A), with damages to be determined at trial;

(f) Declaring that Defendants' actions constitute a violation of state and common law unfair competition and misappropriation, with damages to be determined at trial

(g) For an accounting, the imposition of a constructive trust and restitution and disgorgement of Defendants' unlawful profits and benefits obtained as a result of their misappropriation and unfair competition and damages according to proof;

(h) For punitive and exemplary damages in such amount as may be awarded at trial;

(i) For prejudgment interest according to law; and

(j) Awarding Plaintiff its attorneys' fees and full costs pursuant to 17 U.S.C. §505;

(k) Granting Plaintiff such other and further relief as this Court deems just and proper.

Dated: New York, New York
July 23, 2008

Respectfully submitted,

MICHAEL B. KRAMER & ASSOCIATES

By: 

MICHAEL B. KRAMER (7071)
Attorneys for Plaintiff
ABKCO MUSIC, INC.
150 East 58th Street
New York, New York 10155
212-319-0304

Index No: 08 CV 6573 RMB

Year 2008

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ABKCO MUSIC INC.,

Plaintiff,

-against-

DWAYNE MICHAEL CARTER, JR. p/k/a LIL WAYNE, NICHOLAS MARK WARWAR p/k/a
STREETRUNNER, JASON DESROULEUX, CASH MONEY RECORDS, INC., UNIVERSAL MOTOWN
REPUBLIC GROUP, UNIVERSAL MUSIC GROUP RECORDINGS, INC., YOUNG MONEY PUBLISHING
INC., WARNER-TAMERLANE PUBLISHING CORP., WARNER/CHAPPELL MUSIC, INC., and EMI
MUSIC PUBLISHING,

Defendants.

ORDER TO SHOW CAUSE

MICHAEL B. KRAMER & ASSOCIATES

Attorneys for Plaintiff
150 EAST 58TH STREET
SUITE 1201
NEW YORK, NEW YORK 10155
(212) 319-0304

To:
Attorney(s) for

Service of a copy of the within

is hereby admitted.

Dated:

Attorney(s) for

PLEASE TAKE NOTICE



that the within is a (certified) true copy of a
entered in the office of the clerk of the within named Court on

NOTICE OF ENTRY



that an Order of which the within is a true copy will be presented for settlement to the Hon.

one of the judges of the within named Court,

NOTICE OF SETTLEMENT

at
on

20 , at M.

Dated:

MICHAEL B. KRAMER & ASSOCIATES

Attorneys for Plaintiff
150 EAST 58TH STREET
SUITE 1201
NEW YORK, NEW YORK 10155
(212) 319-0304